



CONSTITUTION OF AEROMODELLERS W.A. (INC)
A0640066R

Amended by Special Resolution 18th April 2011 and lodged 27th April 2011
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with effect from 19th May 2011
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Amended by Special Resolution 20th October 2014 and lodged.
Rewritten October 2018 to conform with updated associations incorporations act of 2015

The objectives of Aeromodellers W.A. (Inc) are to encourage the development of Model Aircraft and Model Aviation in Western Australia and to affiliate with other bodies with similar objectives and interests in the development of Model Aviation.

Aeromodellers W.A. (Inc) is a member of the Model Aeronautical Association of Australia (MAAA) as the Western Australian representative organisation according to the rules of MAAA.

Aeromodellers W.A. (Inc) recognizes and abides by the Commonwealth's Privacy Act 1988.

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PART 1 — PRELIMINARY

1. Terms used

In these rules, unless the contrary intention appears —

- (a) Expressions defined in the Act or any modification made by any law in force at the date at which the Constitution shall take effect have the meanings so defined:
- (b) The singular includes the plural.
- (c) Masculine includes the feminine and vice versa.
- (d) Writing includes print and anything in the nature of print.
- (e) Month means calendar month.
- (f) Post/postal includes electronic communication e.g. email

Act means the *Associations Incorporation Act 2015*;

Aeromodellers W.A. (Inc) also means AWA

affiliate member means natural persons being Members of a Member Club

associate member/member club means individuals or organisations with similar interests as may be recognised by AWA but without having voting rights as per rule 8 (1)(f) and rule 8(6).

association means the incorporated association to which these rules apply i.e. AWA

AWA also means Aeromodellers W.A. (Inc)

books, of the Association, includes the following —

- (a) a register;
- (b) financial records, financial statements or financial reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

by laws means by-laws made by the Association under rule 72;

chairperson means the committee member holding office as the chairperson of the Association at executive committee meetings and General meetings and is the person chairing the meeting

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

country affiliate member means senior/adult persons interested in the objects of AWA and who reside at an impractical distance from the nearest aeromodelling club.

delegate means a person chosen by a Member Club to represent it at meetings of the AWA. The delegate must be a senior, financial member of the member club and must pay MAAA fees through that Member Club.

executive committee means the elected management committee of AWA.

executive committee meeting means a meeting of the executive committee of AWA.

financial club member means a club member who has paid all required fees to their member club for that financial year.

financial records includes —

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain —
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

financial report, of a tier 2 association or a tier 3 association, has the meaning given in section 63 of the Act;

financial statements means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

financial year, of the Association, has the meaning given in rule 2;

general committee means the executive committee and nominated delegates of the member clubs

general committee member means an affiliate member who is not an office holder of AWA under rule 27(3) i.e. an executive committee member, and who is a Delegate chosen by a Member Club.

general meeting, of AWA, means a meeting of AWA that all executive committee members and member Club's delegates are entitled to receive notice of and to attend;

honorary affiliate members means affiliate members who in the unanimous opinion of the General Committee have performed some outstanding service of a definite benefit to the Model Aircraft movement and has been awarded Life Membership in AWA

junior affiliate members means natural persons under the age of eighteen (18) years at the beginning of the financial year who are financial Members of a member club.

member means MAAA affiliated aeromodelling club incorporated under the Act with the rights referred to in rule 8(5), also referred to as a Member Club.

park flyers member means a natural person **without** MAAA Insurance cover or voting rights and whose activities are restricted to park flyer models within Local Government approved parks within Western Australia.

primary club means the club to which a member pays their MAAA/AWA fees

quorum for a general meeting means any number in excess of 50% of the elected executive committee and must include two of the following: the president or in his absence the vice president, the secretary and the treasurer, plus at least 10 delegates from member clubs personally present (being members entitled to vote under these rules at a general meeting)

quorum for an executive committee meeting means in excess of 50% of the elected executive committee and must include two of the following: the president or in his absence the vice president, the secretary and the treasurer personally present (being members entitled to vote under these rules at an executive meeting)

register of members means the register of members referred to in section 53 of the Act;

rules means these rules of AWA, as in force for the time being;

secretary means the executive committee member holding office as the secretary of AWA.

secondary club means a club to which a member has only paid membership fees

special general meeting means a general committee meeting of AWA other than the annual general meeting;

special resolution means a resolution passed by the general committee members at a general committee meeting in accordance with section 51 of the Act;

subcommittee means a subcommittee appointed by the Executive or general committee under rule 54(1)(a);

tier 1 association means an incorporated association to which section 64(1) of the Act applies;

tier 2 association means an incorporated association to which section 64(2) of the Act applies;

tier 3 association means an incorporated association to which section 64(3) of the Act applies;

treasurer means the committee member holding office as the treasurer of the Association.

2. Financial year

- (1) The first financial year of the Association is to be the period notified to the Commissioner under section 7(4)(e) or, if relevant, section 29(5)(e) of the Act.
- (2) Each subsequent financial year of the Association is the period of 12 months commencing at the termination of the first financial year or the anniversary of that termination.

PART 2 — ASSOCIATION TO BE NOT FOR PROFIT BODY

3. Not-for-profit body

- (1) The property and income of the Association 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 member club or affiliate member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (3).
- (3) A payment to a member club or affiliate member out of the funds of the Association is authorised if it is —
 - (a) the payment in good faith to the member club or affiliate member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - (b) the payment of interest, on money borrowed by the Association from the member club or affiliate member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - (c) the payment of reasonable rent to the member club or affiliate member for premises leased by the member club or affiliate member to the Association; or
 - (d) the reimbursement of reasonable expenses properly incurred by the member club or affiliate member on behalf of the Association.

Note for this rule-

Section 5(1) of the Act provides that an association is not eligible to be incorporated under the Act if it is formed or carried on for the purpose of securing pecuniary profit for its members from its transactions, and section 5(3) of the Act provides details about when an association is not ineligible under section 5(1) of the Act.

Act Requirements – Powers of Incorporated Association - Under section 14 of the Act the Association may do all things necessary or convenient for carrying out its objects or purposes. Section 14(1)(a)-(g) provides particular examples.

PART 3 — MEMBERS

Act Requirements - Membership - Under sections 4 and 17 of the Act an association must always have at least 6 members with full voting rights.

Act Requirements – Liabilities of the association - Under section 19 of the Act a member of the management committee, trustee or a member of the association is not liable in respect of the liabilities of the association. This does not apply to liabilities incurred by or on behalf of the association prior to incorporation.

Guidance Note – Liability of Members - A member is only liable for their own outstanding membership fees (if any) payable under rule 12.

Division 1 — Membership

- (a) All AWA Membership renewal registrations fall due at the start of each financial year.
- (b) Renewals or New Applications to be in such form as the executive committee from time to time directs.

4. Eligibility for Membership

- (1) Any incorporated MAAA affiliated club, AWA Country member, associate member or park flyer which supports the objects or purposes of the Association is eligible to apply to become a member.
- (2) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights. i.e. MAAA senior member.

Guidance Note – Eligibility for membership

- The by-laws may require members to hold specified educational, trade or professional qualifications.
- The association must comply with all legal and regulatory obligations that may apply to the association under any other law when assessing eligibility of an applicant for membership.

5. Applying for Membership

- (1) A Club which wishes to become a Member Club or a country person wishing to become a country member must:
 - (a) As a club applying for AWA membership, must include all of its Financial Members, its incorporation registration number and be nominated by the elected President of the club and be seconded by another committee member of the club
 - (b) As a country Person wishing to become an AWA Country Affiliate Member must sign the application and be nominated by one AWA Affiliate Member and be seconded by another.
 - (c) All applications must be in writing and must specify in the application the class of membership, if there is more than one, to which the application relates
 - (d) Upon acceptance of their nomination, pay all appropriate fees

6. Dealing with Membership Applications

- (1) The committee must consider each application for membership of the Association and decide whether to accept or reject the application.
- (2) Subject to subrule (3), the committee must consider applications in the order in which they are received by the Association.
- (3) The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The committee must not accept an application unless the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (5) The committee may reject an application even if the applicant —
 - (a) is eligible under rule 4; and
 - (b) has applied under rule 5.
- (6) The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
- (7) If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

7. Becoming a Member

- An applicant for membership of the Association becomes a member when —
- (a) the committee accepts the application; and
 - (b) the applicant pays any membership fees payable to the Association under rule 12.

Guidance Note – Becoming a member - The applicant immediately becomes a member, when rule 7 has been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of membership under these rules.

Act requirement – Member to receive rules – section 36(1)(b) of the Act provides that the association must give each person who become a member of the association of copy of the rules in force at the time their membership commences.

Guidance note – Format of rules provided - It is acceptable for the association to provide a copy of the rules to new members by electronic transmission or providing the details for the website whether the rules may be downloaded. A hard copy must be provided if the member requests that the rules be provided in that manner.

8. Classes of Membership

- (1) All memberships of AWA shall be Registered Financial Members and be bound by the rules of AWA, MAAA and CASA 101 and shall be open to the following:
 - a. Member Clubs are Aeromodelling Clubs incorporated under the Act or any other club with the same objectives.
 - b. Affiliate Members are Natural persons being Members of a Member Club.
 - c. Junior Affiliate Members are natural persons under the age of eighteen (18) years who are financial Members of a Member Club.
 - d. Country Affiliate Members are natural persons interested in the objects of AWA and who reside at an impractical distance from the nearest Aeromodelling Club.
 - e. Honorary Affiliate Members are Affiliate Members who in the unanimous opinion of the General Committee have performed some outstanding service of a definite benefit to the Model Aircraft movement and has been awarded Life Membership in AWA
 - f. Associate Members are such individuals or Organisations with similar interests as may be recognised by AWA but without having voting rights. These members may be charged with specific responsibilities to AWA.
 - g. Park Flyers – a natural person **without** MAAA Insurance cover or voting rights whose activities are restricted to Park Flyer models within Local Government approved parks within Western Australia.
- (2) AWA consists of member clubs and any associate or affiliate members provided for under subrule (3).
- (3) AWA may have any class of associate or affiliate membership approved by resolution at a general meeting, including junior membership, senior membership, honorary membership and life membership.
- (4) A Member Club can only be an ordinary member or belong to one class of associate membership.
- (5) A Member Club has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the General committee.
- (6) An associate member has the rights referred to in subrule (5) other than full voting rights.
- (7) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

Guidance Note - Voting rights of Members

- *Each ordinary member of the Association has one vote at a general meeting of the Association.*
- *Each ordinary member of the Association that is a body corporate has one vote at a general meeting of the Association.*

9. When Membership Ceases

- (1) A Club or individual ceases to be a member when any of the following takes place —
 - (a) for a member who is an individual, the individual dies;
 - (b) for a member who is a body corporate, the body corporate is wound up;
 - (c) the Member Club or individual resigns from the Association under rule 10;
 - (d) the Member Club or individual is expelled from the Association under rule 15;
 - (e) the Member Club or individual ceases to be a member under rule 12(4).
- (2) The secretary must keep a record, for at least one year after a Member Club or individual ceases to be a member, of —
 - (a) the date on which the Member Club or individual ceased to be a member; and
 - (b) the reason why the Member Club or individual ceased to be a member.

10. Resignation

- (1) A Member Club or individual may resign from membership of AWA by giving written notice of the resignation to the secretary.
- (2) The resignation takes effect —
 - (a) when the secretary receives the notice; or
 - (b) if a later time is stated in the notice, at that later time.
- (3) A Member Club or individual who has resigned from membership of AWA remains liable for any fees that are owed to the Association (the **owed amount**) at the time of resignation.
- (4) The owed amount may be recovered by AWA in a court of competent jurisdiction as a debt due to AWA.
- (5) When a Member Club or individual resigns, the treasurer shall make an appropriate entry in the Register of Members recording the date on which the Member Club or individual ceased to be a member.

11. Rights Not Transferable

The rights of a Member Club or individual are not transferable and end when membership ceases.

Division 2 — Membership Fees

12. Membership Fees

- (1) The general committee must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of AWA.
 - a. This shall be determined at an Annual General Meeting or a Special General Meeting
- (2) The fees determined under subrule (1) may be different for different classes of membership.
- (3) A member must pay the annual membership fee to the treasurer, or another person authorised by the Executive committee to accept payments, by the date (the **due date**) determined by the committee.
- (4) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (5) If a member which has ceased to be a member under subrule (4) offers to pay the annual membership fee after the period referred to in that subrule has expired —
 - (a) the general committee may, at its discretion, accept that payment; and
 - (b) if the payment is accepted, the membership is reinstated from the date the payment is accepted.
- (6) All membership renewals become due on the 1st July each year.
 - a. **MEMBER CLUBS ARE RESPONSIBLE TO ENSURE THAT SUBSCRIPTIONS ARE PAID.**

Division 3 — Register of Members

13. Register of Members

Act Requirements – Register of members

Section 53 of the Act requires an incorporated association to maintain a register of its members and record in the register any change in the membership of the association. Any change to the register must be recorded within 28 days after the change occurs.

Under section 53(2) of the Act the register of members must include each member's name and a residential, postal or email address.

Under section 54 of the Act a member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.

Under section 56 of the Act the management committee is authorised by to determine a reasonable charge for providing a copy of the register.

- (1) The secretary, or another person authorised by the Executive committee, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the secretary's place of residence, or at another place determined by the Executive committee.
- (4) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements.
- (5) If —
 - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
 - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

The Executive committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association.

PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Terms Used

14. Terms Used

In this Part —

Member or member club, in relation to a member who is expelled from the Association, includes former member or member club.

written, can be prepared mail or email

Division 2 — Disciplinary Action

15. Suspension or Expulsion

- (1) The Executive or General Committee may call a General Committee Meeting for Disciplinary Action if in its opinion a Member:
 - (a) Has persistently and wilfully neglected to comply with the provisions of the ACT governing the Rules or By Laws of AWA o;;
 - (b) Has persistently and wilfully acted in a manner prejudicial to the interest of AWA or;
 - (c) Has persistently and wilfully failed to observe the prescribed safety rules or;
 - (d) Has been party to fraudulent or dishonest practices.

The General committee may decide to suspend a member's membership or to expel a member from the Association if —

- (e) the member contravenes any of these rules; or
 - (f) the member acts detrimentally to the interests of the Association.
- (2) The secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the General committee meeting at which the proposal is to be considered by the General committee.
- (3) The notice given to the member must state —
 - (a) when and where the General committee meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion;
- (4) At the General committee meeting, the General committee must —
 - (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
 - (b) give due consideration to any submissions so made; and
 - (c) decide —
 - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
 - (ii) whether or not to expel the member from the Association.
 - (d) The General Committee will decide an appropriate course of action with not less than a 2/3 majority.
- (5) A decision of the General committee to suspend the member's membership or to expel the member from the Association takes immediate effect.

- (6) The Secretary must give the member written notice of the committee's decision, the reasons for the decision and the Members right of appeal in accordance with the Disputes Resolution within 7 days after the committee meeting at which the decision is made.
- (7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the General Committee's decision under subrule (6), give written notice stating the grounds on which they are appealing the action to the secretary and request the appointment of a mediator under rule 23.
- (8) If notice is given under subrule (7), the member who gives the notice and the General committee are the parties to the mediation.

Guidance Note – Suspension or expulsion of a Member - Once the committee has decided to suspend or expel a member under rule 15(5) the member is immediately suspended or expelled.

16. Consequences of Suspension

- (1) During the period a member's membership is suspended, the member —
 - (a) loses any rights (including voting rights) arising as a result of membership; and
 - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (2) When a member's membership is suspended, the secretary must record in the register of members —
 - (a) that the member's membership is suspended; and
 - (b) the date on which the suspension takes effect; and
 - (c) the period of the suspension.
- (3) When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

Division 3 — Resolving Disputes

17. Terms Used

In this Division —

grievance procedure means the procedures set out in this Division;

party to a dispute includes a person —

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

Guidance Note - Resolving disputes

- For the purposes of rules 17 and 18, the term ***this Division*** relates to rules 19 – 21.

18. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes under these rules between Member Clubs and AWA.

It is the responsibility of the Member Clubs to deal with and resolve any and all matters of complaint resulting from rule infringements or internal Club matters.

19. Parties to Attempt to Resolve Dispute

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.

20. How Grievance Procedure is Started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the secretary is given the notice, a General committee meeting must be convened to consider and determine the dispute.
- (3) The secretary must give each party to the dispute written notice of the General committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state —
 - (a) when and where the committee meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the General committee about the dispute.
- (5) If —
 - (a) the dispute is between one or more members and the Association; and
 - (b) any party to the dispute gives written notice to the secretary stating that the party —
 - (i) does not agree to the dispute being determined by the General committee; and
 - (ii) requests the appointment of a mediator under rule 23,the General committee must not determine the dispute.

21. Determination of Dispute by Committee

- (1) At the General committee meeting at which a dispute is to be considered and determined, the committee must —
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
 - (b) give due consideration to any submissions so made; and
 - (c) determine the dispute.
- (2) The General committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the General committee meeting at which the determination is made.

- (3) A party to the dispute may, within 14 days after receiving notice of the General committee's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 23.
- (4) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

Division 4 — Mediation

Guidance Note - Mediation

- For the purposes of rule 22, the term **this Division** relates to rules 22-25.

22. Application of Division

- (1) This Division applies if written notice has been given to the secretary requesting the appointment of a mediator —
 - (a) by a member under rule 15(7); or
 - (b) by a party to a dispute under rule 20(5)(b)(ii) or 21(3).
- (2) If this Division applies, a mediator must be chosen or appointed under rule 23.

23. Appointment of Mediator

- (1) The mediator must be a person chosen —
 - (a) if the appointment of a mediator was requested by a member under rule 15(7) — by agreement between the Member and the General committee; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under rule 20(5)(b)(ii) or 21(3) — by agreement between the parties to the dispute.
- (2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the General committee must appoint the mediator.
- (3) The person appointed as mediator by the General committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —
 - (a) a member under rule 15(7); or
 - (b) a party to a dispute under rule 20(5)(b)(ii); or
 - (c) a party to a dispute under rule 21(3) and the dispute is between one or more members and AWA.
- (4) The person appointed as mediator by the General committee may be a member or former member of AWA but must not —
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

24. Mediation Process

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must —
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

Note for this rule:

Section 182(1) of the Act provides that an application may be made to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in the incorporated association's rules.

25. If Mediation Results in Decision to Suspend or Expel Being Revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from AWA gives notice under rule 15(7); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a General committee meeting during the period of suspension or expulsion.

PART 5 — COMMITTEE

Division 1 — Powers of Committee

26. Executive Committee

- (1) The Executive committee members are the persons who, as the elected management committee of the Association, have the power to manage the affairs of AWA and are invested with the responsibilities of the day to day administration of AWA.
- (2) Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general committee meeting, the Executive committee has power to do all things necessary or convenient to be done for the proper management of the affairs of AWA.
- (3) The Executive committee with the General Committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

Division 2 — Composition of Executive Committee and Duties of Members

27. Executive Committee Members

- (1) The Executive committee consists of the office holders of the AWA
- (2) The Executive committee must determine the maximum number of members who may be General committee members.
- (3) The following are the office holders of AWA —
 - (a) President;
 - (b) Two Vice Presidents ;
 - (c) Secretary;
 - (d) Treasurer.
 - (e) Contest Secretary – this position is appointed by the Executive Committee
 - (f) Public Relations Officer – this position is appointed by the Executive Committee
 - (g) Magazine/Website Editor – this position is appointed by the Executive Committee
 - (h) Chief Flying Instructor – this position is appointed by the Executive Committee
- (4) A person may be an Executive committee member if the person is —
 - (i) an individual who has reached 18 years of age; and
 - (j) an MAAA Affiliate member.
- (5) A person must not hold 2 or more of the offices of President, Vice President, Secretary or Treasurer mentioned in subrule (3) at the same time.
 - a. A person holding 2 positions will only have one deciding vote.

Act Requirements – Persons who are not to be members of Committee

- Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of a management committee of an association:
 - a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - a person who has been convicted, within or outside the State, of-
 - an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - an offence under Part 4 Division 3 or section 127 of the Act

Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

Act Requirements - Duties of Committee Members and Officers

Section 3 of the Act provides a definition of "officer". The duties provisions will apply to committee members and to those persons who have the ability to influence the management committee but who do not hold a formal committee position

- Under section 44 of the Act an officer of an association must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise if that person-
 - (k) were an officer of the association in the association's circumstances; and
 - (l) occupied the office held by, and had the same responsibilities within the association as, the officer.
- Under section 45 of the Act an officer of an association must exercise his or her powers and discharge his or her duties-
 - (a) in good faith in the best interests of the Association; and
 - (b) for a proper purpose.
- Under section 46 an officer of an association must not improperly use his or her position to-
 - (a) gain an advantage for the officer or another person; or
 - (b) cause detriment to the Association.
- Under section 47 a person who obtains information because the person is, or has been, an officer of an association must not improperly use the information to-
 - (a) gain an advantage for the person or another person; or
 - (b) cause detriment to the Association.

28. President

- (1) It is the duty of the president to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting.
- (2) The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

29. Vice President

In the absence of the President at any meeting a Vice President if present will preside.

30. Secretary

The Secretary has the following duties —

- (a) dealing with AWA's correspondence;
- (b) consulting with the President regarding the business to be conducted at each Executive committee meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Executive committee to do so, maintaining on behalf of AWA the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of AWA an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Executive committee to do so, maintaining on behalf of AWA a record of Executive and General committee members and other persons authorised to act on behalf of AWA, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of AWA, other than the financial records, financial statements and financial reports, as applicable to AWA;
- (h) maintaining full and accurate minutes of Executive committee meetings and general meetings;
- (i) carrying out any other duty given to the secretary under these rules or by the Executive or General committee.
- (j) In the absence of the Secretary, either the Treasurer, Vice President or another Member of the Executive may be appointed by the Executive Committee to carry out the functions of the Secretary for the duration of the meeting.

Guidance note – Record of Office Holders - detailed information about what must be included in the record of office holders is included under rule 68.

31. Treasurer

The treasurer has the following duties —

- (a) ensuring that any amounts payable to AWA are collected and issuing receipts for those amounts in AWA's name;
- (b) ensuring that any amounts paid to AWA are credited to the appropriate account of AWA, as directed by the Executive committee;
- (c) ensuring that any payments to be made by AWA that have been authorised by the Executive committee or at a general meeting are made on time;
- (d) ensuring that AWA complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of AWA's financial records, financial statements and financial reports, as applicable to AWA;

- (f) if AWA is a tier 1 association, coordinating the preparation of AWA's financial statements before their submission to AWA's annual general meeting;
- (g) if AWA is a tier 2 association or tier 3 association, coordinating the preparation of AWA's financial report before its submission to AWA's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of AWA's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the Executive committee.
- (j) To keep accurate records and books showing the financial affairs of AWA with full details of all receipts and expenditure connected with the activities of the association.
- (k) The Treasurer shall maintain a list of the Affiliate Member's Wings Proficiency and publish it on the AWA Web Site.

32. Contest Secretary

The Contest Secretary has the following duties:

- (a) To be responsible for the administration of all competition State Events within Western Australia, in accordance with the By-Laws (if any).
 - (b) To produce for the start of each AWA financial year a complete Events Calendar covering all Western Australian Model Aircraft competitions and maintain a complete list of results for all AWA Model Aircraft Contests, W.A State Championship competitions and record attempts.
 - (c) To report on the completion of the calendar events with the results and records to the General Meeting throughout the year.
 - (d) To recommend to the General Committee a list of Officials necessary for the efficient running of all AWA controlled Model Aircraft contests in Western Australia and shall maintain an inventory of all equipment necessary for the efficient running of contests.
- This position is to be appointed by the Executive Committee

33. Public Relations Officer

The Public Relations Officer shall be responsible for the publicity and promotion of AWA activities.

- This position is to be appointed by the Executive Committee

34. Magazine/Website Editor

The Magazine/Website Editor shall compile the publication/website in accordance with the objects of AWA and as directed by the Executive Committee.

The Magazine/Website is to promote the aims of AWA and the activities of Model Aircraft or Model Aviation.

- This position is to be appointed by the Executive Committee

35. Chief Flying Instructor

- (1) The Chief Flying Instructor shall coordinate all Flight Training as approved by MAAA, AWA and its by-laws (if any).
 - (2) The Chief Flying Instructor shall be responsible for all AWA Member Clubs to have a uniform Flight Training program as per MAAA / AWA requirements.
 - (3) The Chief Flying Instructor shall
 - (a) co-ordinate all Instructor Flight Training Courses in line With AWA requirements, and the MAAA Flight Instructors' Manual for Fixed and Rotary Wing Model Aircraft
 - (b) evaluate the written and flying tests and award the successful participants with the MAAA Instructor Gold Wings and
 - (c) maintain a register of all AWA Accredited MAAA Instructors.
- o This position is to be appointed by the Executive Committee

36. General Committee

The General Committee which shall comprise of:

- a) the Members of the Executive Committee and
 - b) four (4) delegates from each of the Club Members. Only two (2) of those delegates shall have voting rights – refer subnote (4)
- (1) Each Member Club's Secretary shall in writing, list its Delegate/s and is entitled to include substitute Delegates should the primary Delegate/s not be able to attend any General Committee Meeting and this written list shall be forwarded to the AWA Secretary at the AWA Annual General Meeting or immediately following its own AGM.
No Member Club may have the right to vote without supplying in writing a list of its Delegates to the AWA Secretary.
 - (2) No Member Club may have the right to vote without supplying in writing a list of its Delegates to the AWA Secretary.
 - (3) At the start of each General Committee Meeting, the attendance is to be marked off against the AWA Delegate's registered. This will establish that only the accredited Delegates are voting. If a Member Club attends as a Delegate but is not listed on the AWA Delegates Register he/she is a visitor and shall sign in as a Visitor who can be heard but has no voting rights.
 - (4) In the event that all 4 of a Members Club's nominated Delegates attend an AWA meeting, and none are listed as primary Delegates, then prior to signing the attendance, they shall between them decide which two (2) among them will sign as the Delegates and who will sign in as Visitors.
 - (5) Each Delegate shall be entitled to have one (1) vote on any motion at any Committee Meeting that he/she attends.
 - (6) In the event that a Member Club cannot be represented at any Committee Meeting, then the Member Club's Secretary shall forward in writing to the AWA Secretary any matters that Club wants dealt with as agenda items.

Division 3 — Election of Executive Committee Members and Tenure of Office

37. How Members Become Executive Committee Members

An affiliate member becomes an Executive committee member if the affiliate member —

- (a) is elected to the Executive committee at a general committee meeting; or
- (b) is appointed to the Executive committee by the general committee to fill a casual vacancy under rule 43.

38. Nomination of Executive Committee Members

- (1) At least 42 days before an annual general meeting of the General Committee, the secretary must send written notice to all the members —
 - (a) calling for nominations for election to the Executive committee; and
 - (b) stating the date by which nominations must be received by the secretary to comply with subrule (2).
- (2) An affiliate member who wishes to be considered for election to the Executive committee at the annual general meeting must nominate for election by sending written notice of the nomination to the secretary at least 30 days before the General annual general meeting and must be compliant under rule 39 of the Act.
- (3) The written notice must include a statement by another affiliate member in support of the nomination. This may be endorsed upon the nomination form.
- (4) An affiliate member may nominate for one specified position of office holder of AWA
- (5) An affiliate member whose nomination does not comply with this rule is not eligible for election to the Executive committee unless the member is nominated under rule 39(3).
- (6) The affiliate member must be a financial senior member of a Member Club

39. Election of Office Holders

- (1) All positions of the Executive Committee shall be declared vacant at the General Committee Annual General Meeting. However, the Members who filled those positions shall remain eligible for re-election.
- (2) At the General Committee annual general meeting, a separate election must be held for each position of office holder of AWA.
- (3) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary members at the meeting. If no nomination is received then the outgoing incumbent shall be considered re-elected unopposed.
- (4) If only one member has nominated for a position, the chairperson of the meeting must declare the Member elected to the position.
- (5) If more than one member has nominated for a position:
 - (a) the members at the meeting must vote in accordance with procedures that have been determined by the General committee to decide who is to be elected to the position.
 - (b) The nominees are to be informed by the secretary prior to the meeting so that proxies can be gathered if required

- (6) Each voting delegate (refer point 40, subrule (2)) present at the meeting may vote for one member who has nominated for the position.
- (7) An affiliate member who has nominated for the position may vote for himself or herself if they are also a club delegate.
- (8) On the member's election, the new President of AWA may take over as the chairperson of the meeting.

40. Member Club Delegates

- (1) Member Clubs are represented by any four (4) Delegates chosen from their Club.
- (2) Only two delegates (2) will have the right to vote.
- (3) A Delegate can only represent their Primary Club (refer definitions) i.e. the club to which they pay their MAAA/AWA fees.
- (4) An individual who has not reached the age of 18 years is not able to be a Member Club's delegate. i.e. must be a senior member.

41. Term of Office

- (1) The term of office of an Executive committee member begins when the Executive committee member —
 - (a) is elected at a General Committee annual general meeting or under subrule 42(3)(b);
 - or
 - (b) is appointed to fill a casual vacancy under rule 44.
- (2) Subject to rule 43, an Executive Committee member holds office until the positions on the Executive committee are declared vacant at the next General Committee annual general meeting.
- (3) an Executive Committee member may be re-elected.

Guidance Note – Committee members upon incorporation - *The committee members appointed on incorporation of the association will hold office until the conclusion of the first annual general meeting of the association and will be eligible for re-election.*

42. Resignation and Removal from Office

- (1) An Executive Committee member may resign from the Executive committee by written notice given to the secretary or, if the resigning Executive Committee member is the secretary, given to the chairperson.
- (2) The resignation takes effect —
 - (a) when the notice is received by the secretary or chairperson; or
 - (b) if a later time is stated in the notice, at the later time.
- (3) At a general committee meeting, the Association may by resolution —
 - (a) remove an Executive Committee member from office; and
 - (b) elect an affiliate member who is eligible under rule 27(4) to fill the vacant position.

- (4) An Executive committee member who is the subject of a proposed resolution under subrule (3)(a) may make written representations (of a reasonable length) to the secretary or chairperson and may ask that the representations be provided to the members.
- (5) The secretary or chairperson may give a copy of the representations to each member or, if they are not so given, the Executive committee member may require them to be read out at the general Committee meeting at which the resolution is to be considered.

43. When Membership of Executive Committee Ceases

A person ceases to be an Executive committee member if the person —

- (a) dies or otherwise ceases to be an affiliate member; or
- (b) resigns from the Executive committee or is removed from office under rule 42; or
- (c) becomes ineligible to accept an appointment or act as an Executive committee member under section 39 of the Act;
- (d) becomes permanently unable to act as an Executive committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Executive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.

Note for this rule:

Section 41 of the Act imposes requirements, arising when a person ceases to be a member of the management committee of an incorporated association, that relate to returning documents and records.

Act requirements – handing over documents and records – where a person ceases to be a member of the association's committee section 41 of the Act requires that person to, as soon as practicable after their membership ceases, deliver to a member of the committee all of the relevant documents and records they hold pertaining to the management of the association's affairs.

44. Filling Casual Vacancies

- (1) The Executive committee may appoint a member who is eligible under rule 27(4) to fill a position on the Executive committee that —
 - (a) has become vacant under rule 43; or
 - (b) was not filled by election at the most recent General Committee annual general meeting or under rule 42(3)(b).
- (2) If the position of secretary becomes vacant, the Executive committee must appoint an affiliate member who is eligible under rule 27(4) to fill the position within 14 days after the vacancy arises.
- (3) Subject to the requirement for a quorum under rule 51, the Executive committee may continue to act despite any vacancy in its membership.
- (4) If there are fewer Executive committee members than required for a quorum under rule 51, the Executive committee may act only for the purpose of —
 - (a) appointing Executive committee members under this rule; or
 - (b) convening a general committee meeting.

45. Validity of Acts

The acts of an Executive committee or subcommittee, of a General Committee or subcommittee or of an Executive committee or General committee member or member of a subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Executive committee member or member of a subcommittee.

46. Payments to Executive Committee Members

- (1) In this rule —
executive committee member includes a member of a subcommittee;
executive committee meeting includes a meeting of a subcommittee.
- (2) An executive committee member is entitled to be paid out of the funds of AWA for any out-of-pocket expenses for travel and accommodation properly incurred —
 - (a) in attending an executive committee meeting or
 - (b) in attending a general committee meeting; or
 - (c) otherwise in connection with the Association's businessas deemed appropriate for the position. The amount will be decided and voted upon at the Annual General Meeting and will be paid annually in arrears at the end of the financial year and will be paid pro-rata i.e. for the period the office was held.

Division 4 — Executive Committee Meetings and General Meetings

47. Executive Committee Meetings and General Committee Meetings

- (1) The executive committee must meet at least 3 times in each year on the dates and at the times and places determined by the Executive committee.
- (2) The date, time and place of the first committee meeting must be determined by the executive committee members as soon as practicable after the annual general executive meeting at which the executive committee members are elected.
- (3) Special executive committee meetings may be convened by the president or any 2 committee members.
- (4) A quorum must be in excess of 50% of the elected executive committee and must include: two of the president or in his absence the vice president, the secretary and the treasurer
- (5) A general meeting will be held immediately after an executive committee meeting and a quorum will include the above (as in subrule 4) and ten (10) eligible to vote delegates

48. Notice of Executive Committee Meetings and General Committee Meetings

- (1) Notice of each executive committee meeting and general committee meeting must be given to each executive committee member and member clubs delegates 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 subrule (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 executive and general committee members at the meeting unanimously agree to treat that business as urgent.

49. Procedure and Order of Business

- (1) The president or, in the president's absence, the vice president must preside as chairperson of each executive committee meeting and general committee meeting.
- (2) If the president and vice president are absent or are unwilling to act as chairperson of a meeting, the executive committee members at the meeting must choose one of them to act as chairperson of the executive meeting and the general meeting.
- (3) The procedure to be followed at an executive committee meeting and a general committee meeting must be determined from time to time by the executive committee
- (4) The order of business at an executive committee meeting may be determined by the executive committee members at the meeting and the order of business at a general committee meeting may be determined by posted agenda items
- (5) An affiliate member or other person who is not an executive committee member may attend an executive committee meeting if invited to do so by the executive committee.
- (6) A person invited under subrule (5) to attend an executive 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 executive committee to do so; and
 - (c) cannot vote on any matter that is to be decided at the meeting.

Act Requirements -Material Personal Interests of Committee Members

- *Under section 42 of the Act a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:*
 - *as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;*
 - *disclose the nature and extent of the interest at the next general meeting of the association*
- *Under section 42(3) of the Act this rule does not apply in respect of a material personal interest*
 - (a) *that exists only because the member-*
 - *is an employee of the incorporated association; or*
 - *is a member of a class of persons for whose benefit the association is established; or*
 - (b) *that the member has in common with all, or a substantial proportion of, the members of the Association.*

- *Under section 43 of the Act a member of the management committee who has a material personal interest in a matter being considered at a meeting of the management committee must not be present while the matter is being considered at the meeting or vote on the matter.*

Under section 42(6) of the Act the association must record every disclosure made by a committee member of a material personal interest in the minutes of the committee meeting at which the disclosure is made.

50. Use of Technology to be Present at Executive Committee and General Committee Meetings

- (1) The presence of an executive committee member at an executive committee meeting need not be by attendance in person but may be by that executive committee member and each other executive committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member who participates in an executive committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member votes at the executive meeting, the member is taken to have voted in person.
- (3) The rules above also to apply to general committee members and general committee meetings

51. Quorum for Committee Meetings

- (1) Subject to rule 44(4), no business is to be conducted at an executive committee or general committee meeting unless a quorum is present.
- (2) If a quorum is not present within 30 minutes after the notified commencement time of an executive committee or general committee meeting —
 - (a) in the case of a special meeting — the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time and place on a date to be determined by the executive committee
- (3) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an executive committee or general committee meeting held under subrule (2)(b); and
 - (b) at least 3 executive committee members and four (4) eligible to vote delegates are present at the meeting

those members present are taken to constitute a quorum.

Note for this rule:

If these model rules are adopted, the quorum for a committee meeting is as notified to the Commissioner under section 7(4)(d) or 29(5)(d) of the Act.

52. Voting at Executive Committee Meetings and General Meetings

- (1) Each executive committee member present at an executive committee meeting has one vote on any question arising at the meeting.
- (2) At a general meeting, each executive committee member present has one vote each and member clubs (with up to 4 delegates) have 2 votes on any question arising at the meeting

- (3) A motion is carried if a majority of the executive committee members present at the executive committee meeting vote in favour of the motion.
- (4) A motion is carried if a majority of the executive committee members and member club's delegates present at the general committee meeting vote in favour of the motion.
- (5) If the votes are divided equally on a question at either an executive committee meeting or general meeting, the president of the meeting has a second or casting vote.
- (6) A vote may take place by the executive committee and members club delegates present indicating their agreement or disagreement by a show of hands, unless the executive committee decides that a secret ballot is needed to determine a particular question.
- (7) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.
- (8) All votes shall be given personally or by proxy (when permitted)
- (9) An executive committee member or member club is not entitled to vote at any meeting unless all money due and payable by the member or proxy has been paid, other than the amount of annual subscription payable in respect of the then current year.
- (10) Any delegate may move that any matter be dealt with by a postal/electronic vote if he/she has the support of nine (9) other delegates.
- (11) The secretary shall send by pre-paid post, by email or in person, the postal vote forms no later than 21 days before the general meeting in which the member or delegate is entitled to vote
- (12) The members shall return the postal vote forms so that it arrives at the registered office of AWA no later the five (5) days before the said meeting.
- (13) Each member club having one (1) vote for each ten (10) affiliate members or part thereof at the time of the meeting when the postal vote was called. e.g. 8 members = 1 vote, 18 members = 2 votes. A majority of postal votes will decide the resolution subject to the postal vote.
- (14) Voting at an annual general meeting or special general meeting is open to all registered financial members who are entitled to vote either present, or by proxy if permitted by the executive committee.

53. Minutes of Committee Meetings

- (1) The executive committee must ensure that minutes are taken and kept of each executive committee and general meeting.
- (2) The minutes for executive committee and general meetings must record the following —
 - (a) the names of the executive committee members and club members/delegates present at the meeting;
 - (b) the name of any person attending the meeting under rule 49(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 an executive committee and general meeting must be entered in AWA'S minute books within 30 days after the meeting is held.
- (4) The president must ensure that the minutes of an executive committee and general committee meeting are reviewed and signed as correct by —

- (a) the president of the meeting; or
 - (b) the president of the next committee meeting.
- (5) When the minutes of an executive committee and general 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 appointment purportedly made at the meeting was validly made.

Note for this rule:

Section 42(6) of the Act requires details relating to the disclosure of a committee member's material personal interest in a matter being considered at a committee meeting to be recorded in the minutes of the meeting.

Division 5 — Subcommittees and Subsidiary Offices

54. Subcommittees and Subsidiary Offices

- (1) To help the executive committee and the general committee in the conduct of AWA business, the executive committee and the general committee may, in writing, do either or both of the following —
- (a) appoint one or more subcommittees;
 - (b) create one or more subsidiary offices and appoint people to those offices.
- and provide objectives, timings and functions of the subcommittee/s
- (2) A subcommittee may consist of the number of people, whether or not members, that the executive committee and the general committee considers appropriate.
- (3) A person may be appointed to a subsidiary office whether or not the person is a member.
- (4) Subject to any directions given by the executive committee and the general committee —
- (a) a subcommittee may meet and conduct business as it considers appropriate; and
 - (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

55. Delegation to Subcommittees and Holders of Subsidiary Offices

- (1) In this rule —
- non-delegable duty** means a duty imposed on the committee by the Act or another written law.
- (2) The executive committee or the general committee may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the executive committee or the general committee other than —
- (a) the power to delegate; and
 - (b) a non-delegable duty.
- (3) A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.
- (4) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.

- (5) The delegation does not prevent the executive committee or the general committee from exercising or performing at any time the power or duty delegated.
- (6) Any act or thing done by a subcommittee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the executive committee or the general committee.
- (7) The executive committee or the general committee may, in writing, amend or revoke the delegation.

PART 6 — GENERAL MEETINGS OF ASSOCIATION

56. Annual General Meeting

- (1) The general 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 secretary 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 special general meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (b) to receive and consider —
 - (i) the Executive committee's annual report on the Association's activities during the preceding financial year; and
 - (ii) if the Association is a tier 1 association, the financial statements of the Association for the preceding financial year presented under Part 5 of the Act; and
 - (iii) if the Association is a tier 2 association or a tier 3 association, the financial report of the Association for the preceding financial year presented under Part 5 of the Act;
 - (iv) 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 office holders of the Association's Executive committee
 - (d) if applicable, to appoint or remove a reviewer or auditor of the Association in accordance with the Act;
 - (e) to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members.
- (4) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

Note for this rule:

Unless the Commissioner allows otherwise, under section 50(3) of the Act the annual general meeting must be held within 6 months after the end of the Association's financial year. If it is the first annual general meeting, section 50(2) of the Act provides that it may be held at any time within 18 months after incorporation.

57. Special General Meetings

- (1) The executive committee may convene a special general meeting for a special resolution
- (2) The executive committee must convene a special general meeting if at least 5 delegates of the members require a special general meeting to be convened.
- (3) The members requiring a special general meeting to be convened must —
 - (a) make the requirement by written notice given to the secretary; and
 - (b) state in the notice the business to be considered at the meeting; and
 - (c) each sign the notice.
- (4) The special general meeting must be convened within 28 days after notice is given under subrule (3)(a).
- (5) If the executive committee does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (6) A special general meeting convened by members under subrule (5) —
 - (a) must be held within 3 months after the date the original requirement was made; and
 - (b) may only consider the business stated in the notice by which the requirement was made.
- (7) AWA must reimburse any reasonable expenses incurred by the member clubs convening a special general meeting under subrule (5).

58. Executive Committee Meetings

- (1) The Executive Committee may convene such meetings as and when required
- (2) Any Decisions made by the Executive Committee shall be made by ordinary resolution and decided by a majority vote
- (3) The Executive Committee shall deal with the day to day running of AWA

59. General Committee Meeting

- (1) Any decisions made by the General Committee shall be made by ordinary resolution and decided by a majority vote

60. Notice of General Meetings

- (1) The secretary or, in the case of a special general meeting convened under rule 57(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 the meeting is the annual general meeting, include the names of the members who have nominated for election to the committee under rule 38(2); and

- (d) if a special resolution is proposed —
 - (i) set out the wording of the proposed resolution as required by section 57(4) of the Act; and
 - (ii) state that the resolution is intended to be proposed as a special resolution; and
 - (iii) comply with rule 61(7).
- (e) By sent by pre-paid post, or by email, to each member's address appearing in the register of members, or in person,

Note for this paragraph:

Section 51(1) of the Act states that a resolution is a special resolution if it is passed —

- (a) at a general meeting of an incorporated association; and
- (b) by the votes of not less than three-fourths of the members of the association who cast a vote at the meeting.

Act requirements – Notice to be given to reviewer or auditor – For Tier 2 and 3 associations – under section 86 of the Act a reviewer or auditor of an incorporated association is entitled to receive all notices of and other communications relating to any general meetings of the association that a member is entitled to receive.

61. Proxies

- (1) Subject to subrule (2), a member club may appoint an individual who is an affiliate member as their proxy to vote and speak on their behalf at a general committee meeting.
- (2) An affiliate member may be appointed as the proxy for not more than 5 club members.
- (3) The appointment of a proxy must be in writing and signed by the duly appointed representatives of the member club making the appointment.
- (4) The member club appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.
- (5) If no instructions are given to the proxy, the proxy may vote on behalf of the member club in any matter as the proxy sees fit.
- (6) If the general committee has approved a form for the appointment of a proxy, the member club may use that form or any other form —
 - (a) that clearly identifies the person appointed as the member club's proxy; and
 - (b) that has been signed by the duly appointed representatives of the member club.
- (7) Notice of a general committee meeting given to a member club under rule 60 must —
 - (a) state that the member club may appoint an individual who is an affiliate member as a proxy for the meeting; and
 - (b) include a copy of any form that the general committee has approved for the appointment of a proxy.
- (8) A form appointing a proxy must be given to the secretary before the commencement of the general committee meeting for which the proxy is appointed.
- (9) A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

62. Use of Technology to be Present at General Meetings

- (1) The presence of a member club's delegates at a general committee meeting need not be by attendance in person but may be by that delegate and each other Executive committee member and general committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (2) A member club's delegate who participates in a general committee meeting as allowed under subrule (1) is taken to be present at the meeting and, if the member club's delegate votes at the meeting, the member club's delegate is taken to have voted in person.

63. Presiding Member and Quorum for General Meetings

- (1) The chairperson or, in the chairperson's absence, the deputy chairperson must preside as chairperson of each general meeting.
- (2) If the chairperson and deputy chairperson are absent or are unwilling to act as chairperson of an Executive Committee meeting and general committee meeting, the Executive committee members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) No business is to be conducted at an Executive Committee meeting or general committee meeting unless a quorum is present.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of an Executive Committee meeting or general committee meeting —
 - (a) in the case of a special Executive Committee meeting or general committee meeting — the meeting lapses; or
 - (b) in the case of the annual general meeting — the meeting is adjourned to —
 - (i) the same time on a date to be determined by the Executive Committee; 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 Executive committee members and member club's delegates before the day to which the meeting is adjourned.
- (5) If —
 - (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule (4)(b); and
 - (b) at least three (3) Executive Committee members and 4 eligible to vote club members delegates and are present at the meeting,

those members present are taken to constitute a quorum.

Note for this rule:

If these model rules are adopted, the quorum for a general meeting is as notified to the Commissioner under section 7(4)(c) or 29(5)(c) of the Act.

64. Adjournment of General Committee Meeting

- (1) The chairperson of a general committee meeting at which a quorum is present may, with the consent of a majority of the Executive committee and delegates present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subrule (1), a general committee meeting may be adjourned —
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the Executive committee and delegates 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 rule 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 rule 60.

65. Voting at General Meeting

- (1) On any question arising at a general committee meeting —
 - (a) subject to subrule (6), each club member has two votes unless the member may also vote on behalf of a body corporate under subrule (2); and
 - (b) member clubs may vote personally or by proxy by representation of delegates.
- (2) A member club may, in writing, appoint an individual, whether or not the individual is an affiliate member, to vote on behalf of the member club on any question at a particular general committee meeting or at any general committee meeting, as specified in the document by which the appointment is made.
- (3) A copy of the document by which the appointment is made must be given to the secretary before any general committee meeting to which the appointment applies.
- (4) The appointment has effect until —
 - (a) the end of any general committee meeting to which the appointment applies; or
 - (b) the appointment is revoked by the member club and written notice of the revocation is given to the secretary.
- (5) Except in the case of a special resolution, a motion is carried if a majority of the Executive committee and delegates present at a general committee meeting vote in favour of the motion.
- (6) If votes are divided equally on a question, the chairperson of the meeting has a second or casting vote.
- (7) If the question is whether or not to confirm the minutes of a previous general committee meeting, only Executive committee and delegates who were present at that meeting may vote.
- (8) For a person to be eligible to vote at a general committee meeting as an Executive committee member or as a delegate, they —
 - (a) must have been an Executive committee member or a delegate at the time notice of the meeting was given under rule 60; and
 - (b) must have paid any fee or other money payable to the Association.

66. When Special Resolutions are Required

- (1) A special resolution is required if it is proposed at a general committee meeting —
 - (a) to affiliate the Association with another body other than MAAA; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subrule (1) does not limit the matters in relation to which a special resolution may be proposed.

Note for this rule:

Under the Act, a special resolution is required if an incorporated association proposes to do any of the following—

- (a) to adopt these model rules (section 29(1));
- (b) to alter its rules, including changing the name of the association (section 30(1));
- (c) to decide to apply for registration or incorporation as a prescribed body corporate (section 93(1));
- (d) to approve the terms of an amalgamation with one or more other incorporated associations (section 102(4));
- (e) to be wound up voluntarily (section 121(2)) or by the Supreme Court (section 124(a) and Schedule 4 item 9);
- (f) to cancel its incorporation (section 129).

67. Determining Whether Resolution Carried

- (1) In this rule —

poll means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to subrule (4), the chairperson of a general committee meeting may, on the basis of general agreement or disagreement by a show of hands, declare that a resolution has been —
 - (a) carried; or
 - (b) carried unanimously; or
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subrule (2) must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the chairperson of the meeting or by at least 3 other Executive committee members or delegates present in person or by proxy —
 - (a) the poll must be taken at the meeting in the manner determined by the chairperson;
 - (b) the chairperson must declare the determination of the resolution on the basis of the poll.
 - (c) A non vote is considered an invalid vote.
- (5) If a poll is demanded on the election of the chairperson or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the chairperson.
- (7) A declaration under subrule (2) or (4) must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

68. Minutes of Executive and General Meetings

- (1) The secretary, or a person authorised by the Executive committee from time to time, must take and keep minutes of each Executive Committee meeting and general committee 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 Executive Committee and delegates attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting under rule 61(8); and
 - (c) the financial statements or financial report presented at the meeting, as referred to in rule 56(3)(b)(ii) or (iii); and
 - (d) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 56(3)(b)(iv).
- (4) The minutes of an Executive and general committee meeting must be entered in the Association's minute book within 30 days after the meeting is held.
- (5) The chairperson must ensure that the minutes of an Executive and general committee meeting are reviewed and signed as correct by —
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Executive and general committee meeting.
- (6) When the minutes of an Executive and general committee 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; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 7 — FINANCIAL MATTERS

69. Source and Allocation of Funds

The funds of AWA may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the Executive and General committees.

Grants to enable the development of model aircraft and model aviation in Western Australia are made to Member Clubs annually.

- (a) Applications for grants are to be made to the Executive Committee by the Member Clubs and are to include estimated costs, description of the project and its benefits.
- (b) Allocation of funds by AWA will be based on the priority of the work and the benefit.
- (c) The amount of grant funds available is determined by the Executive Committee.

70. Control of Funds

- (1) The AWA must open an account in the name of the AWA with a financial institution from which all expenditure of the AWA is made and into which all funds received by the AWA are deposited.
- (2) Subject to any restrictions imposed at an Executive Committee meeting or general committee meeting, the Executive committee and/or General committee may approve expenditure on behalf of the AWA.
- (3) The Executive committee may authorise the treasurer to expend funds on behalf of the AWA up to a specified limit without requiring approval from the General 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 AWA must be signed by —
 - (a) two (2) Executive committee members; or
 - (b) one (1) Executive committee member and a person authorised by the Executive committee.
- (5) All funds of the AWA must be deposited into the AWA account within 5 working days after their receipt.

71. Financial Statements and Financial Reports

- (1) For each financial year, the Executive committee must ensure that the requirements imposed on the AWA under Part 5 of the Act relating to the financial statements or financial report of the AWA is met.
- (2) Without limiting subrule (1), those requirements include —
 - (a) if AWA is a tier 1 association, the preparation of the financial statements; and
 - (b) if AWA is a tier 2 association or tier 3 association, the preparation of the financial report; and
 - (c) if required, the review or auditing of the financial statements or financial report, as applicable; and
 - (d) the presentation to the annual general meeting of the financial statements or financial report, as applicable; and
 - (e) if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements or financial report.

Notes for this rule:

1. Under section 66 of the Act, an incorporated association must keep financial records that: -
 - (a) correctly record and explain its transactions and financial position and performance; and
 - (b) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act.
2. Under section 67 of the Act, an incorporated association must retain its financial records for at least 7 years after the transactions covered by the records are completed.

PART 8 — GENERAL MATTERS

72. By-Laws

Guidance Note – Status of By-laws - A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.

- (1) AWA may, by resolution at a general committee meeting, make, amend or revoke by-laws.
- (2) By-laws may —
 - (a) provide for the rights and obligations that apply to any classes of associate membership approved under rule 8(2); and
 - (b) impose restrictions on the Executive Committee or general committee's powers, including the power to dispose of the association's assets; and
 - (c) impose requirements relating to the financial reporting and financial accountability of the association and the auditing of the association's accounts; and
 - (d) provide for any other matter the association considers necessary or convenient to be dealt with in the by-laws.
- (3) A by-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these rules.
- (4) Without limiting subrule (3), a by-law made for the purposes of subrule (2)(c) may only impose requirements on the Association that are additional to, and do not restrict, a requirement imposed on AWA under Part 5 of the Act.
- (5) At the request of a club member, the Association AWA must make a copy of the by-laws available for inspection by the club member's duly appointed representative.

73. Executing Documents and Common Seal

- (1) AWA shall have a Common Seal on which its Corporate name shall appear in legible characters
 - (a) The Common Seal of the AWA shall not be used without the express authority of the Executive Committee.
 - (b) a document may only be sealed with the common seal by the authority of the Executive committee and shall be witnessed by any two (2) of the President, the Secretary or the Treasurer and each of them is to sign the document to attest that the document was sealed in their presence.

- (2) The secretary must make a written record in the minutes of each use of the common seal.
- (3) The common seal must be kept in the custody of the secretary or of such person as the Executive Committee from time to time may decide.

74. Giving Notices to Member Clubs

- (1) In this rule —

recorded means recorded in the register of member clubs.

- (2) A notice or other document that is to be given to a member club under these rules is taken not to have been given to the member club unless it is in writing and —
 - (a) delivered by hand to the recorded address of the member club; or
 - (b) sent by prepaid post to the recorded postal address of the member club; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member club.

75. Custody of Books and Securities

- (1) Subject to subrule (2), the books and any securities of AWA must be kept in the secretary's custody or under the secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of AWA must be kept in the treasurer's custody or under the treasurer's control.
- (3) Subrules (1) and (2) have effect except as otherwise decided by the Executive committee.
- (4) The books of AWA must be retained for at least 7 years.

76. Record of Office Holders

Act Requirements – Record of office holders

Under section 58 of the Act an association must maintain a record of —

- *the names and addresses of the persons who are members of its management committee; or hold other offices of the association provided for by its rules;*
- *the name and address of any person who is authorised to use the common seal of the association (if it has a common seal); and*
- *the name and address of any person who is appointed or acts as trustee on behalf of the association.*

Under section 58 of the Act the association must, upon the request of a member of the association, make available the record for the inspection of the member. The member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.

The record of Executive committee members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control.

Note for this rule

Section 58 of the Act —

- (a) sets out the details of the record that an incorporated association must maintain of the committee members and certain others; and
- (b) provides for members to inspect, make a copy of or take an extract from the record; and
- (c) prohibits a person from disclosing information in the record except for authorised purposes.

77. Inspection of Records and Documents

- (1) Subrule (2) applies to a member club who wants to inspect —
 - (a) the register of member clubs under section 54(1) of the Act; or
 - (b) the record of the names and addresses of Executive committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (c) any other record or document of the association.
- (2) The member club must contact the secretary to make the necessary arrangements for the inspection.
- (3) The inspection must be free of charge.
- (4) If the member club wants to inspect a document that records the minutes of an Executive committee meeting or general committee meeting, the right to inspect that document is subject to any decision the Executive Committee or general committee has made about minutes of Executive Committee or general committee meetings generally, or the minutes of a specific Executive Committee or general committee meeting, being available for inspection by member Clubs.
- (5) The member Club may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.

Note for this subrule:

Sections 54(2) and 58(4) of the Act provide for the making of copies of, or the taking of extracts from, the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

- (6) The member Club must not use or disclose information in a record or document referred to in subrule (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.

Note for this subrule:

Sections 57(1) and 58(5) of the Act impose restrictions on the use or disclosure of information in the register referred to in subrule (1)(a) and the record referred to in subrule (1)(b).

78. Publication by Committee Members of Statements about AWA Business Prohibited

An Executive Committee or general committee member must not publish, or cause to be published, any statement about the business conducted by AWA at an Executive committee meeting or general committee meeting unless —

- (a) the Executive Committee or general committee member has been authorised to do so at a Executive Committee or general committee meeting; and
- (b) the authority given to the Executive Committee or general committee member has been recorded in the minutes of the Executive Committee or general committee meeting at which it was given.

79. Distribution of Surplus Property on Cancellation of Incorporation or Winding Up

Act Requirements – Distribution of surplus property

Under section 24(1) of the Act surplus property can only be distributed to one or more of the following —

- *an incorporated association;*
- *a company limited by guarantee that is registered as mentioned in the Corporations Act section 150;*
- *a company holding a licence that continues in force under the Corporations Act section 151;*
- *a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;*
- *a body corporate that —*
 - *is a member or former member of the incorporated association; and*
 - *at the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;*
- *a trustee for a body corporate referred to in paragraph (e);*
- *a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.*

(1) In this rule —

surplus property, in relation to AWA, means property remaining after satisfaction of —

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

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

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

Note for this rule:

Section 24(1) of the Act sets out a provision that is implied in these rules describing the entities to which the surplus property of an incorporated association may be distributed on the cancellation of the incorporation or the winding up of the association. Part 9 of the Act deals with the winding up of incorporated associations, and Part 10 of the Act deals with the cancellation of the incorporation of incorporated associations.

80. Alteration of Rules

If AWA wants to alter or rescind any of these rules, or to make additional rules, AWA may do so only by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

Note for this rule:

Section 31 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to change the name of the association.

Section 33 of the Act requires an incorporated association to obtain the Commissioner's approval if the alteration of its rules has effect to alter the objects or purposes of the association or the manner in which surplus property of the association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.

Guidance Note – Alteration of Rules. *Amendments to the rules do not take effect until required documents are lodged with the Commissioner, even if the amendments do not require the approval of the Commissioner under section 31 or section 33. The required documents must be lodged within one month after the special resolution is passed.*

81. AEROMODELLERS W.A. (Inc)

By-Laws

There are no relevant by-laws at the time of acceptance of this document.