

'RULES OF THE NORTH METRO COMMUNITY ON-LINE ASSOCIATION (INC.)

Name of Association

1. The name of the Association is the North Metro Community On-line Association (Inc.).

Definitions

2. In these rules, unless the contrary intention appears:

"Committee meeting" means meeting referred to in rule 10(5);

"Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10(1);

"financial year" has the meaning given by section 3(1) of the Act, a reference in that section to -

(a) "an incorporated association" or "the association" being construed as a reference to the Association; and

(b) "the Committee" being construed as a reference to the Committee;

"Foundation Members" means City of Joondalup, City of Wanneroo, Edith Cowan University, , the Joondalup Business Association Inc; and the Wanneroo Business Association Inc..

"general meeting" means meeting convened under Rule 15;

"member" means member of the Association;

"ordinary resolution" means resolution other than a special resolution;

"special resolution" has the meaning given by section 24 of the Act;

"the Act" means the *Associations Incorporation Act 1987*,

"the Association" means the Association referred to in rule 1;

"the Chairperson" means:

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with Rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1)(a) or, if that person is unable to perform his or her functions, the Vice Chairperson;

"the Committee" means the Committee of Management of the Association referred to in rule 10(1);

"the region" means the districts of the Cities of Joondalup and Wanneroo;

"the Secretary" means the Secretary referred to in rule 10(1)(c);

"the Treasurer" means the Treasurer referred to in rule 10(1)(d);

"the Vice-Chairperson" means the Vice-Chairperson referred to in rule 10(1)(b).

Objects of Association

3. (1) The objects of the Association are to:
- (a) take a leadership role in promoting and enabling the connection, provision and use of information communication technology in the region;
 - (b) create and or promote the use of information communication technology as a vehicle for community and business development;
 - (c) create a sense of community that is safe, inclusive, which encourages diversity and a sense of belonging through the use of information communication technology;
 - (d) develop a diverse range of services through information communication technology that is inclusive and to the benefit of the region; and
 - (e) promote the development of information communication technology based services for all sectors of the community.
- (2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

Powers of Association

4. The Association has all of the powers set out in section 13 of the Act.

Qualifications for membership of Association

5. (1) The categories of members of the Association shall be as follows:
- (a) Foundation Members;
 - (b) ordinary members; and
 - (c) organisation members, who shall be any organisation, group, corporation or firm whether incorporated or unincorporated or any local government (in this rule an "organisation").
- (2) A person or organisation who wishes to become an ordinary or organisation member shall:
- (a) apply for membership to the Committee in writing:
 - (i) signed by that person, or in the case of an organisation by 2 persons for and on behalf of the organisation and by both of the members referred to in paragraph (b); and
 - (ii) in such form as the Committee from time to time directs; and
 - (b) be proposed by one member and seconded by another member.
- (3) The Committee members shall consider each application made under subrule (2) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

Register of members of Association

6. (1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 27 of the Act and that register shall be so kept and maintained at the registered office of Joondalup Business Association Inc. or such other place as directed by the Committee.
- (2) The Secretary shall cause the name of a person who dies or who ceases to be a member under Rule 7(3), 8(1) or 9 to be deleted from the register of members referred to in subrule (1).

Subscriptions of members of the Association

7. (1) The members shall from time to time at a general meeting determine the amount of any subscription to be paid by each member.
- (2) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).
- (3) Subject to subrule (4), a member whose subscription is not paid within 3 months after the relevant date fixed by or under subclause (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A member is a financial member for the purposes of these rules if the subscription determined under subrule (1) is paid on or before the relevant date fixed by or under subrule (2) or within 3 months thereafter.

Resignation of members of the Association

8. (1) A member who delivers a written notice of resignation from the Association to the Secretary ceases on that delivery to be a member.
- (2) A person or organisation who ceases to be a member under subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person or organisation to the Association but unpaid at the date of that cessation.

Expulsion of ordinary and organisation members of the Association

9. (1) If the Committee considers that an ordinary or organisation member referred to in rule 5(1)(b) and (c) should be expelled from membership of the Association because of conduct detrimental to the interests of the Association, the Committee shall communicate in writing to the member -
 - (a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and
 - (b) particulars of that conduct,
 not less than 30 days before the date of the Committee meeting referred to in paragraph (a).
- (2) At the Committee meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.

- (3) Subject to subrule (5), a member who is expelled under subrule (2) from membership of the Association ceases to be a member 14 days after the day on which the decision to expel the member is communicated under subrule (2).

The decision is deemed to have been communicated:

- (a) within three days after being posted to the members at the member's address appearing in the register of members kept under section 27 of the Act; or
 - (b) on the day of delivery, if delivered personally.
- (4) A member who is expelled under subrule (2) from membership of the Association and who wishes to appeal against that expulsion, shall give notice to the Secretary of the intention to do so within the period of 14 days referred to in subrule (3).
- (5) When notice is given under subrule (4):
- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee to expel the member is confirmed under this subrule.

No further notice of the Association's decision need be given to that member.

Committee of Management

- 10.(1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of:
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) up to 5 ordinary Committee members,
- all of whom shall be members of the Association.
- (2) The Foundation Members shall each be entitled to appoint 1 member of the Committee at a time.
- (3) Up to 4 members of the Committee may be elected at a general meeting. Half of the members elected at the first election shall hold office for one year, the other half shall hold office for 2 years at a time determined by lot. Future elected members shall hold office for a term of 2 years.
- (4) The quorum for meetings of the Committee shall be half plus one of the Committee members.
- (5) The Committee shall appoint a nominee of the Foundation Members to hold the office of Chairperson for the first 2 years. Subsequent Chairpersons shall be elected for 2 year terms from the Committee by the Committee.

- (6) The Committee shall appoint from among its members persons to hold the offices of Vice Chairperson, Secretary and Treasurer. The first appointment for the positions of Vice Chairperson and Secretary shall be for one year. Subsequent appointments shall be for 2 year terms. The first and subsequent appointments for the position of Treasurer shall be for 2 year terms.
- (7) All decisions of the Committee shall be made by majority vote on a show of hands and each member of the Committee shall have one vote. The Chair at any meeting of the Committee shall have a casting vote as well as a deliberative vote.
- (8) A Committee member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.
- (9) (a) The Committee may from time to time:
 - (i) appoint sub-committees to carry out any special duties for or on behalf of the Association;
 - (ii) disband such sub-committees.
- (b) The President shall automatically be a member of all sub-committees.
- (c) Sub-committees shall have and exercise such powers and duties as may be delegated by the Committee.
- (10) The Committee shall otherwise determine its own proceedings.
- (11) No President shall hold office for more than 2 consecutive years. However, after a lapse of a further 1 consecutive year the President may once again become eligible for election as president.

Chairperson

11. (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- (2) If for any reason the Chairperson is unable or unwilling to act, the Vice Chairperson shall be the chair at such a meeting.
- (3) If both the Chairperson and Vice Chairperson are unable or unwilling to act as chair of:
 - (a) a general meeting, then a member elected by the other members present at the general meeting shall preside; or
 - (b) a Committee meeting, then a Committee member elected by the other Committee members present shall preside.

Secretary

12. The Secretary shall:
 - (a) co-ordinate the correspondence of the Association;
 - (b) keep correct minutes of the proceedings of the Committee and of the Association;
 - (c) comply on behalf of the Association with:
 - (i) section 27 of the Act in respect of the register of members of the Association;

- (ii) section 28 of the Act in respect of the Rules of the Association; and
- (iii) section 29 of the Act in respect of the record of the officeholders, and any trustees, of the Association;
- (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer;
- (e) perform such other duties as are imposed by these rules on the Secretary or as directed by the Committee.

Treasurer

13. The Treasurer shall:

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two of the authorised officers nominated by the Committee;
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association;
- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer or as directed by the Committee.

Casual vacancies in the membership of the Committee

- 14.(1) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from more than:
 - (i) 3 consecutive Committee meetings; or

- (ii) 3 Committee meetings in the same financial year, of which he or she has received notice, without tendering an apology to the person presiding at each of those Committee meetings; or
 - (f) ceases to be a member of the Association.
- (2) If a casual vacancy occurs in the office of a Committee member and that member was appointed by a Foundation member, the Foundation member is entitled to appoint another member to that office.
 - (3) For all other casual vacancies, the Committee may -
 - (a) appoint a new member to the Committee, and
 - (b) if the vacancy occurs in a position listed in paragraphs (a), (b), (c) or (d) in subrule 10(1), elect a member of the Committee to that position.
 - (4) The terms of office in subrule (3) shall be for the remainder of the term for which the vacancy arose.

General Meetings

15. (1) The Committee:

- (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 23 of the Act; and
 - (c) shall, within 30 days of:
 - (i) receiving a request in writing to do so from not less than 5 members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1) (c) (i) shall:
 - (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
 - (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
 - (a) in subrule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in subrule (1) (c) (ii), the member who gave the notice may convene a special general meeting as if that member were the Committee.
 - (4) When a special general meeting is convened under subrule (3) (a) or (b):
 - (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.

- (5) Subject to subrule (8), the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify:
 - (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is:
 - (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee members to replace outgoing Committee members; and
 - (c) third, any other business requiring consideration by the Association in a meeting.
- (8) The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give a notice under subrule (5) or (8) by:
 - (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
- (10) When a notice is sent by post under subrule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

Quorum in proceedings at general meetings

- 16.(1) The quorum at a general meeting shall be the greater of 6 members or one third of all members present in person or by proxy.
- (2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under Rule 15(5) or (8):
 - (a) as a result of a request or notice referred to in rule 15(1)(c) or as a result of action taken under Rule 15(3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (3) If within 30 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 15 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (7) At a general meeting:
 - (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act.
- (8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of the Association

- 17.(1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.
- (2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that:
 - (a) the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of the Association

- 18.(1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.
- (2) A member which is a body corporate may appoint in writing a natural person, whether or not a member, to represent it at a particular general meeting or at all general meetings.

- (3) An appointment made under subrule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned:
- (a) which resolution is authenticated under the signatures of the president (or directors as applicable) and the secretary of that body corporate.;
- and
- (b) a copy of which resolution is lodged with the Secretary.
- (4) A person appointed under subrule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of the Association

19. A member (in this rule called "the appointing member") may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

Rules of the Association

- 20.(1) Subject to subrule (6), the Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- (2) If any subscription is required for membership of the Association, pursuant to rule 7, only financial members who are present and, in the case of ordinary members, in person and, in the case of organisation members, present by their representatives, may vote with respect to such resolutions.
 - (3) The accidental omission to give and the non-receipt of notice of any amendment by any member shall not invalidate any amendment duly passed at such general meeting.
 - (4) A copy of every amendment to these rules shall be served on the Deputy Commissioner of Taxation, Perth.
 - (5) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.
 - (6) The Association shall only alter or rescind these rules, or make additional rules with the prior written consent of each and every of the Foundation Members.

Common Seal of the Association

- 21.(1) The Association shall have a common seal on which its corporate name shall appear in legible characters.
- (2) The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in Rule 18.
 - (3) The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
 - (4) The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of records, etc. of the Association

22. A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Distribution of surplus property on winding up of the Association

- 23.(1) If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred:

- (a) to another association incorporated under the Act; or
- (b) for charitable purposes,

which incorporated association or purposes, as the case requires, shall be determined by the resolution of the members when authorising and directing the Committee under section 33(3) of the Act to prepare a distribution plan of the surplus property of the association.

- (2) In the event of the winding up or dissolution of the association, the Deputy Commissioner of Taxation, Perth, shall be advised of the date of dissolution within 30 days of the dissolution.