

## 1. NAME

The name of the Association is the Dampier Community Association Inc, hereafter referred to as "the Association".

## 2. DEFINITIONS

**The following definitions shall apply:**

- 2.1 The "Association" refers to the Dampier Community Association.
- 2.2 The "Committee" means the Executive Management Committee of the Association.
- 2.3 "Committee Meeting" means a meeting of the Committee.
- 2.4 "Committee Member" means a member of the Committee.
- 2.5 "Office Bearers" means President, Vice President, Secretary and Treasurer.
- 2.6 "Member" means a financial member of the Association.
- 2.7 "General Meeting" means a meeting that is open to all members of the Association.
- 2.8 "AGM" means the Annual General Meeting of the Association.
- 2.9 "Financial Year" means the period from July 1st to June 30th the following year.
- 2.10 "Dampier" means the township of Dampier as determined by the township boundary as recognised by the City of Karratha.
- 2.11 "Deliberative vote" means a vote on a question or motion that may be accompanied by discussion or examination.
- 2.12 "Casting vote" means the deciding vote cast by the President to resolve a tie.
- 2.13 A reference to a Clause is a reference to a Clause of this Constitution.
- 2.14 The "Act" refers to the Associations Incorporation Act 2015

## 3. PURPOSE

The purpose of the Association is to represent and promote the civic and social advancement of Dampier that sustains a quality of life and community pride for all residents.

## 4. OBJECTIVES

**The objectives of the Association are:**

- 4.1 To promote, support or coordinate community activities and events that encourage community engagement and promote a sense of community amongst the residents of Dampier.
- 4.2 To inform the community of Dampier of its activities and achievements or issues that may impact on Dampier, community members and surrounds.
- 4.3 To facilitate discussion on issues and communicate the collective view of members to government and other stakeholders on issues that may impact on Dampier, community members and surrounds.
- 4.4 To provide a staffed Administration Office in Dampier to support and liaise with residents, business owners, visitors and other stakeholders.
- 4.5 To ensure the property and income of the Association shall be applied solely towards the promotion of the objectives of the Association and no part of that property or income may be paid or otherwise distributed directly or indirectly to members except in good faith in the promotion of those objectives.

## 5. DUTIES AND POWERS OF THE ASSOCIATION

**The powers of the Association are:**

- 5.1 To manage the Association for the benefit of the Dampier community, in line with the purpose and objectives of the Association.
- 5.2 To assist and finance, at the discretion of the Committee, such activities as are in line with the objectives of the Association.
- 5.3 To operate bank accounts and draw, accept and negotiate cheques and other negotiable instruments.
- 5.4 To obtain monies by way of contributions, donations, subscriptions, grants or any other lawful methods and to receive gifts of real and personal property.
- 5.5 To ensure all monies belonging to or payable to the Association shall be promptly paid into the Association's bank accounts. The payment of all accounts from Association's funds will be authorised by the Committee.

- 5.6 To ensure true and accurate accounts are kept of all sums of money received and expended and for all matters in respect of which such receipts and expenditure takes place, and of all property, assets, credits and liabilities of the Association.
- 5.7 To deal with monies of the Association not immediately required for the purposes of the Association in such a manner as authorised by law and as may, from time to time, be determined by the Committee.
- 5.8 To retain an investment of a lump sum of not less than \$50,000.00, the income from which shall be used to fund the objectives of the Association.
- 5.9 To appoint members to represent the Association on other organisations, committees or bodies that support the purpose and objectives of the Association.
- 5.10 To appoint, elect or co-opt individuals, sub-committees or working parties to further the activities and functions of the Association. Each individual, sub-committee or working party shall report and be accountable to the Committee. The Chair of each sub-committee or working party shall be a member of the Association, pursuant to Clause 6.
- 5.11 To approve memberships of the Association, suspend memberships or otherwise deal with a member for any behaviour deemed to be detrimental to the best interests of the Association.
- 5.12 To manage facilities within Dampier for the benefit of the people of Dampier.
- 5.13 To see to the repair and upkeep of the Association's properties and facilities.
- 5.14 To employ staff and/or contractors to support the Committee in carrying out the objectives of the Association, remunerate them and terminate their employment as per their employment contract and employment law.
- 5.15 To do all such things as the Association or its members may deem necessary, incidental or conducive to the attainment of the above objectives and the exercise of the above powers and fulfilment of duties.

## **6. MEMBERSHIP OF THE ASSOCIATION**

- 6.1 Full Membership shall be open to any individual aged 18 years or over as a resident of Dampier, who is in agreement with the purpose and objectives of the Association contained herein, and who has satisfied the provisions regarding the procedure for membership, pursuant to Clause 7.
  - 6.1.1 A full member shall be given notice of and vote at any election or General Meeting.
  - 6.1.2 A full member has the right to submit their vote in writing to the Office of the Association one (1) working day prior to the commencement of the meeting.
  - 6.1.3 A full member has the right to nominate for election or be appointed as a Committee Member.
- 6.2 Affiliate Membership shall be non-voting and shall be open to any individual aged 18 years or over who is not a resident of Dampier, but who is in agreement with the purpose and objectives of the Association contained herein, and who has satisfied the provisions regarding the procedure for membership, pursuant to Clause 7.
  - 6.2.1 An affiliate member shall be given notice of any General Meeting of the Association, but cannot vote, stand for election or be appointed as a Committee Member.
- 6.3 Life Membership may be granted by the Committee to a member who has provided exceptional service to the Association and who is worthy of the highest tribute and recognition.
  - 6.3.1 A life member shall not pay membership fees.
  - 6.3.2 A life member has all the rights of a full member.

## **7. PROCEDURE FOR MEMBERSHIP**

- 7.1 The Association may extend an invitation for membership to such persons as it sees fit.
- 7.2 Individuals wishing to become a member of the Association shall:
  - 7.2.1 Apply in writing for membership, on the membership form as determined by the Committee, and shall agree in writing that they support the purpose and objectives of the Association.
  - 7.2.2 Pay an annual membership fee by the due date, pursuant to Clause 9.2.
  - 7.2.3 Agree to be bound by this Constitution and decisions of the Committee unless otherwise altered at the AGM.
- 7.3 The Committee shall confirm eligibility of proposed members.

## **8. REGISTER OF MEMBERS**

- 8.1 The Committee is responsible for the requirements imposed upon the Association under section 53 of the Act to maintain a Register of Members and record in that register any change in the membership of the Association.
- 8.2 Members are entitled to inspect, make a copy of, or take an extract from the Register of Members, pursuant to Clause 27.
- 8.3 The Register of Members must be kept at the Office of the Association.

## **9. MEMBERSHIP FEE**

- 9.1 The Committee shall set the amount of the membership fee to be paid by each member; such an amount to be decided at the AGM.
- 9.2 The Membership fee shall be due annually on or before the scheduled AGM, or by a date set by the Committee and endorsed at the AGM.
- 9.3 The Committee may waive the membership fee if deemed necessary.

## **10. CESSATION OF MEMBERSHIP**

- 10.1 Membership of the Association can cease if:
  - 10.1.1 A member dies or otherwise ceases to be a member.
  - 10.1.2 A member resigns in writing as a member of the Association.
  - 10.1.3 A member no longer satisfies the conditions of membership pursuant to Clause 6.
  - 10.1.4 A member is suspended or expelled as a member of the Association pursuant to Clause 11.
- 10.2 The rights of a member are not transferable and end when membership ceases.

## **11. SUSPENSION OR EXPULSION OF MEMBERS**

- 11.1 A member can be suspended or expelled as a member of the Association if the Committee considers the member's conduct to be detrimental to the best interests of the Association. In such a case, the Committee shall communicate in writing to the member, not less than seven (7) days before the date of the meeting specified below:
  - 11.1.1 Notice of the proposed suspension or expulsion including details of the member's conduct, reasons why this conduct is detrimental or not acceptable to the Association and the period of suspension.
  - 11.1.2 The date, time and place of the meeting at which the question of suspension or expulsion will be decided.
- 11.2 At the meeting referred to in Clause 11.1.2 the Committee may suspend, expel, or decline to expel, that member from membership of the Association, having provided the member concerned a reasonable opportunity to be heard or to make representation in writing, and shall communicate that decision in writing to that member within fourteen (14) days.
- 11.3 A member who is expelled from membership of the Association pursuant to Clause 11.2 ceases to be a member from the time the decision to expel is taken.

## **12. MANAGEMENT OF THE ASSOCIATION**

The affairs of the Association will be managed exclusively by the Committee.

- 12.1 The Committee shall be responsible for:
  - 12.1.1 Upholding and advancing the purpose and objectives of the Association.
  - 12.1.2 The proper exercise of the powers of the Association.
  - 12.1.3 The financial management of the Association including the financial management of any services it provides.
  - 12.1.4 Ensuring that any vacancy on the Committee that may occur during the Committee term of office is filled as soon as possible, pursuant to Clause 13.7.
  - 12.1.5 Co-opting persons in an advisory capacity to the Committee as required. Co-opted persons do not have voting rights.
  - 12.1.6 Maintaining membership of and community support for the Association.
  - 12.1.7 Maintaining up to date copies of and custody of all books, documents, records, registers and other matters of the Association, to be kept at the Office of the Association and retained for at least seven (7) years.

- 12.2 The Committee shall comprise the following positions:
- 12.2.1 President;
  - 12.2.2 Vice President;
  - 12.2.3 Secretary;
  - 12.2.4 Treasurer;
  - 12.2.5 Ordinary Committee Members, who shall be no less than five (5) and no more than ten (10) persons elected at the AGM;
  - 12.2.6 Co-opted persons in an advisory capacity to the Committee.

### **13. NOMINATION AND ELECTION OF THE COMMITTEE**

- 13.1 Committee Members must be members of the Association.
- 13.2 Employees of the Association are ineligible to become Committee Members.
- 13.3 Elections for Committee Members will take place at the Association's AGM.
- 13.4 Vacancies shall be filled by those candidates who poll a simple majority of votes by those members present and entitled to vote, or those members entitled to submit their vote in writing, pursuant to Clause 6.1.2.
- 13.5 The term of the elected Committee Members will be two (2) years from election, subject to cessation, suspension or expulsion of membership, pursuant to Clauses 15 and 16.
- 13.6 Retiring Committee Members may stand for re-election.
- 13.7 The Committee may appoint members to fill casual vacancies that occur during the year. No vacancies may be declared within ninety (90) days preceding the AGM.
- 13.8 Nomination forms shall be available from the Office of the Association.
- 13.9 Nomination forms must carry the signature of the Nominee and Proposer, who shall be members of the Association eligible to vote, and be submitted to the Office of the Association seven (7) days prior to the commencement of the AGM.

### **14. REGISTER OF COMMITTEE MEMBERS**

- 14.1 The Committee is responsible for the requirements imposed upon the Association under section 53 of the Act to maintain a Register of Committee Members and record in that register any change in the membership of the Committee.
- 14.2 Members are entitled to inspect, make a copy of, or take an extract from the Register of Committee Members, pursuant to Clause 27.
- 14.3 The Register of Committee Members must be kept at the Office of the Association.

### **15. CESSATION OF COMMITTEE MEMBERSHIP**

- 15.1 An Office Bearer or Committee Member shall cease to hold such office if:
  - 15.1.1 A member dies or otherwise ceases to be a member.
  - 15.1.2 A member resigns in writing as a member of the Association.
  - 15.1.3 A member is suspended or expelled as a member of the Association pursuant to Clauses 10 and 11.
  - 15.1.4 A member is suspended or expelled as a member of the Committee pursuant to Clause 16.
  - 15.1.5 A member becomes ineligible to sit on the Committee under the Act.
- 15.2 As soon as is practicable upon cessation of membership, a member must 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.

### **16. SUSPENSION OR EXPULSION OF COMMITTEE MEMBERS**

- 16.1 An Office Bearer or Committee Member can be suspended or expelled as a member of the Committee if:
  - 16.1.1 the Committee considers the member's conduct to be detrimental or not acceptable to the best interests of the Association;
  - 16.1.2 the member fails to attend three (3) successive Committee Meetings without showing adequate reason; or
  - 16.1.3 the member is not performing his/her duties of office fully.
- 16.2 In such a case, the Committee shall communicate in writing to the member, not less than seven (7) days before the date of the meeting specified below:

- 16.2.1 Notice of the proposed suspension or expulsion including details of the member's conduct, reasons why this conduct is detrimental or not acceptable to the Association and the period of suspension.
- 16.2.2 The date, time and place of the meeting at which the question of suspension or expulsion will be decided.
- 16.3 At the meeting referred to in Clause 16.2.2 the Committee may suspend, expel, or decline to expel, that member from membership of the Committee, having provided the member concerned a reasonable opportunity to be heard or to make a representation in writing, and shall communicate that decision in writing to that member within fourteen (14) days.
- 16.4 A member who is expelled from the Committee pursuant to Clause 16.1 ceases to be a member of the Committee from the time the decision to expel is taken.
- 16.5 A member who is expelled from the Committee has the opportunity to appeal against the expulsion to an Extraordinary Meeting of the Association and must give notice to the Office of the Association of any intention to do so within fourteen (14) days after the date of expulsion.

## **17. CASUAL VACANCIES IN THE COMMITTEE**

Should a vacancy occur during the year among the Committee Members, the Committee will have the power to select a replacement, pursuant to Clause 13.7. Any member appointed to fill a casual vacancy by the Committee shall only hold office for the remainder of that position's current term.

## **18. PAYMENT TO COMMITTEE MEMBERS**

A Committee Member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses properly incurred in connection with the Association's business.

## **19. MEETINGS OF THE COMMITTEE**

- 19.1 Committee Meetings shall be held at least bi-monthly to discuss the Association's business.
- 19.2 The following shall be the order of Committee Meetings:
  - 19.2.1 Confirm the minutes of the previous meeting.
  - 19.2.2 Correspondence received and sent since previous meeting.
  - 19.2.3 Receive and consider the reports of Office Bearers.
  - 19.2.4 Receive and consider reports by any other Committee Member or external stakeholders.
  - 19.2.5 Ongoing business.
  - 19.2.6 Any other business.
- 19.3 A quorum for a Committee Meeting shall be the President or Vice President and four (4) members of the Committee.
- 19.4 The presence of a Committee Member at a Committee Meeting need not be by attendance in person, but may be by that Committee Member and each other Committee Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication. A Committee Member participating in a Committee Meeting as such is taken to be present and entitled to vote.
- 19.5 The President of the Association, or the most senior Office Bearer, pursuant to Clause 12.2, shall chair the meeting.
- 19.6 At the first Committee Meeting following the AGM, the Committee shall vote for all the Office Bearers of the Committee.
- 19.7 Each Committee Member shall have one deliberative vote upon any resolution. In the event of an equal division of votes, the President shall have a casting vote.
- 19.8 At all elections and on all motions directly concerning the status of a Committee Member, the voting shall be by secret ballot. On all other questions voting shall be by the show of hands unless otherwise directed by the Chairperson.
- 19.9 The notice and agenda of every Committee Meeting shall be communicated in writing to each member of the Committee at least seven (7) days prior to the scheduled meeting date.
- 19.10 The Secretary shall ensure that minutes shall be made of the meeting and kept for the perusal of all members of the Committee. The minutes must record the names of Committee Members present at the meeting; the name of any other person attending the meeting; the business considered at the meeting; disclosures of material personal interest pursuant to Clause 19.11; and any motion on which a vote is taken at the meeting and the result of the vote.



- 19.11 A Committee Member who has a material personal interest in a matter being considered at a Committee Meeting must, as soon as the member becomes aware of the interest, disclose to the Committee the nature and extent of the interest and the relation of the interest to the activities of the Association. Committee Members disclosing an interest must not be present while the matter is being considered at the meeting, nor vote on the matter. The nature and extent of all disclosed interest must also be disclosed at the next general meeting of the Association.

## **20. DUTIES OF OFFICE BEARERS**

Unless otherwise determined by the Committee, the duties of the members of the Executive shall include requirements imposed upon the Office Bearers under section 44 of the Act, and the following:

### **20.1 Duties of the President:**

- 20.1.1 Ensure that meetings are held when necessary and that all members are advised of the meetings.
- 20.1.2 Draw up an agenda for the meetings with the assistance of the Secretary and/or Administrator.
- 20.1.3 Prioritise agenda items, if necessary set time limits, and lead the meeting through the agenda.
- 20.1.4 Note motions and amendments, with the Secretary and/or Administrator, and put those to the meeting to vote on.
- 20.1.5 Ensure, with other members of the Committee, that the legal and financial obligations of the Association are met.
- 20.1.6 Act as a spokesperson for the Association.
- 20.1.7 Be named on the Association's financial accounts, along with either the Vice President, Treasurer, Secretary or the Administrator.
- 20.1.8 Withdraw monies from the Association's account, along with one other co-signatory, pursuant to Clause 24.
- 20.1.9 Perform such other duties as imposed by this Constitution.

### **20.2 Duties of the Vice President:**

- 20.2.1 The Vice President shall undertake all or any of the duties of the President if the President is absent, or when instructed by the President.

### **20.3 Duties of the Secretary:**

- 20.3.1 Call meetings in accordance with the provision of this Constitution.
- 20.3.2 Ensure that accurate minutes are taken of all meetings of the Association, and that the minutes are properly filed and distributed.
- 20.3.3 Work with the President and/or Administrator to note motions and amendments to be voted on in meetings.
- 20.3.4 Ensure that a list of the correspondence that has been received and sent is available at each meeting, that correspondence requiring action is brought to the Committee's attention, that correspondence is properly filed and up-to date and that correspondence is available for any member to examine if reasonable notice is given.
- 20.3.5 Ensure all applications for membership are received and submitted to the Committee for consideration.
- 20.3.6 Ensure an up-to-date record of the Rules of the Association is kept and maintained, and make these available for any member to examine if reasonable notice is given.
- 20.3.7 Ensure that a Register of Members, Committee Members and their membership status is maintained.
- 20.3.8 Ensure, with other members of the Committee, that the legal and financial obligations of the Association are met.
- 20.3.9 Withdraw monies from the Association's account, along with one other co-signatory, pursuant to Clause 24.
- 20.3.10 Perform such other duties as imposed by this Constitution.

### **20.4 Duties of the Treasurer:**

- 20.4.1 Ensure the safekeeping of all books and documents of a financial nature, including securities.
- 20.4.2 Ensure that proper books of account are kept and that funds are not mismanaged.
- 20.4.3 Ensure that the financial requirements of funding bodies are met.

- 20.4.4 Ensure that financial records are produced and presented to the Committee and/or members at Committee Meetings and at General Meetings.
- 20.4.5 Ensure that an audit, or an accounting of the books, is prepared each year and that the accounts of the Association, showing the financial position at the end of the proceeding financial year, are submitted to members at the AGM.
- 20.4.6 Ensure, with other members of the Committee, that the legal and financial obligations of the Association are met.
- 20.4.7 Withdraw monies from the Association's account, along with one other co-signatory, pursuant to Clause 24.
- 20.4.8 Perform such other duties as imposed by this Constitution.

**20.5 Duties of other Committee Members:**

- 20.5.1 Assist the President, Vice-President, Secretary or the Treasurer in undertaking their duties.
- 20.5.2 Ensure, with other members of the Committee, that the legal and financial obligations of the Association are met.
- 20.5.3 Perform such other duties as imposed by this Constitution.

**21. DUTIES OF EMPLOYED STAFF**

- 21.1 Employees of the Association are not eligible to be nominated as members of the Committee, pursuant to Clause 13.2.
- 21.2 To present reports, be assigned tasks and enter into discussion, but not have voting rights, at meetings of the Committee.
- 21.3 To represent the Association at any meetings or functions that relate to the running of the Association, at the Committee's discretion.
- 21.4 To implement policies and follow procedures as determined by the Committee and this Constitution.

**22. GENERAL MEETINGS OF THE ASSOCIATION**

**22.1 Management of General Meetings:**

- 22.1.1 Members of the Association shall be entitled to vote at all General Meetings, with the exception of Affiliate Members, pursuant to Clause 6.2.
- 22.1.2 A quorum for any General Meeting shall be no less than eight (8) members of the Association, of which at least five (5) are Committee Members, of which at least one (1) must be an Office Bearer.
- 22.1.3 The President of the Association, or in the President's absence, the most senior Office Bearer, pursuant to Clause 12.2, shall chair the meeting.
- 22.1.4 At all elections and on all motions directly concerning the status of a member, the voting shall be by secret ballot. On all other questions voting shall be by the show of hands unless otherwise directed by the Chairperson.
- 22.1.5 The majority necessary to carry a resolution shall be a simple majority of those members present and entitled to vote, or those members entitled to a vote submitted in writing, pursuant to Clause 6.1.2.
- 22.1.6 Each member shall have one deliberative vote upon any resolution. In the event of an equal division of votes, the President shall have a casting vote.
- 22.1.7 The Chairperson shall ensure that minutes shall be made of the meeting and kept for the perusal of all members of the Association. The minutes must record the names of members present at the meeting; the name of any other person attending the meeting; the business considered at the meeting; the financial statements of the Association; the Auditor's report on the financial statements; any votes submitted in writing handed to the Chairperson; and any motion on which a vote is taken at the meeting and the result of the vote.
- 22.1.8 Fourteen (14) days' notice of the date, time and venue of any General Meetings shall be communicated to members in writing, or advertised in the local media or public notice boards.
- 22.1.9 Twenty-one (21) days' notice of the date, time and venue of any General Meetings where a special resolution is to be proposed shall be communicated to members in writing, or advertised in the local media or public notice boards.
- 22.1.10 A General Meeting is not invalidated by a failure to receive notice by any persons.

22.1.11 Where possible, matters to be brought before a General Meeting should be submitted in writing to the Office of the Association at least fourteen (14) days prior to the Meeting to facilitate circulation and/or inclusion on the agenda.

**22.2 Annual General Meetings:**

22.2.1 An AGM shall be held within four months of the end of the Association's financial year.

22.2.2 The following shall be the order of the AGM:

22.2.2.1 Confirm the minutes of the last AGM and any Extraordinary Meetings held since the preceding AGM.

22.2.2.2 Confirm or vary the annual fee to be paid by members.

22.2.2.3 Receive and consider the annual reports of Office Bearers.

22.2.2.4 Receive and consider the Auditor's report on the financial statements of the Association.

22.2.2.5 Receive and consider reports by any other Committee Member.

22.2.2.6 Election of the Committee Members for the following year.

22.2.2.7 Appointment of an auditor.

22.2.2.8 Any other business of which notice has been given, pursuant to Clause 22.1.11.

**22.3 Extraordinary General Meetings:**

22.3.1 The Committee may convene an Extraordinary General Meeting at any time, or on petition arising from an issue/s having the support of at least 2% of the members of the Association, or on an application made by an expelled Committee Member pursuant to Clause 16.5. In all cases the subject matter to be discussed shall be set out in the form of a notice of motion.

22.3.2 Within seven (7) days of lodgement of notice of a motion, the Committee must notify all members in writing stating the reason for the meeting, the notice of motion and the date, time and venue of the meeting, pursuant to Clause 22.1.9.

22.3.3 The Extraordinary General Meeting shall take place no later than twenty eight (28) days after the date of lodgement of notice of a motion.

22.3.4 At Extraordinary General Meetings, items for discussion will be limited to the matters relating to the calling of such a meeting.

**23. POLICIES**

23.1 The Committee is responsible for developing policies which define the daily operation of the Association.

23.2 Policies may be changed by the Committee subject to a decision made by a simple majority of votes.

23.3 The President is empowered to make interim policy decisions to define the day to day operation of the Association, provided that these policies are in accordance with the purposes and objectives of the Association, and these decisions will stay in force subject to ratification at the next Committee Meeting.

**24. FINANCIAL**

24.1 The funds of the Association may be derived from fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee.

24.2 All funds shall be deposited to the credit of the Association at such Bank appointed by the Committee from time to time.

24.3 The accounts shall be operated by, and require the signature and/or authorisation of, any two (2) of the five (5) persons authorised to sign cheques or other negotiable instruments on behalf of the Association.

24.4 The President, Vice President, Secretary, Treasurer and Administrator may be appointed as one of the authorised persons pursuant to Clause 24.3.

24.5 The Committee may set a nominal amount that can be withdrawn without the need of approval by the Committee.

**25. AUDIT**

25.1 An auditor, who shall be a qualified accountant, shall be appointed at the AGM.

25.2 The auditor shall not be a member of the Committee.



- 25.3 The auditor shall audit the accounts of the Association at the close of each financial year and shall furnish a report of such audit inspection to the Committee for presentation to the next AGM of the Association.

## **26. COMMON SEAL**

The common seal of the Association shall be kept in the Office of the Association. It shall only be affixed to any deed, instrument or other document after authority has been given by the Committee. The affixation of the seal shall be witnessed by the President and any two (2) Committee Members. The Committee shall keep a record of all documents to which the seal has been affixed.

## **27. INSPECTION OF RECORDS AND DOCUMENTS**

- 27.1 The Register of Members, the Register of Committee Members and any other record or document of the Association can be made available on request to any member of the Association at any reasonable time to inspect, copy, or take an extract from, provided the purpose of this request is directly connected with the affairs of the Association.
- 27.2 If a member wishes to make a copy of the register, record or document the Committee may require the member to provide a statutory declaration setting out the purposes for which the request is made.
- 27.3 The member must not use or disclose information in a register, record or document except for a purpose that is directly connected with the affairs of the Association or is related to complying with a requirement of the Act.
- 27.4 If a member wants to inspect a document that records the minutes of a Committee Meeting the right to inspect that document is subject to any decision the Committee has made about minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, being available for inspection by members.

## **28. AMENDMENT OF THE CONSTITUTION**

- 28.1 Alterations to the Constitution of the Association may only be made by a special resolution and passed by a majority of seventy five percent (75%) of members present and entitled to vote at General Meeting of the Association, and by otherwise complying with Part 3 (2) of the Act.
- 28.2 Notice of the proposed alteration/s, with details, shall be submitted in writing to the Office of the Association: in the case of proposed alteration/s at an AGM, signed by at least three (3) Committee members; and in the case of an Extraordinary General Meeting, shall meet the requirements pursuant to Clause 22.3.1.
- 28.3 The Committee, upon such notification, shall communicate to members in writing the proposed alterations to the Constitution prior to any AGM or Extraordinary General Meeting at which the alteration/s are to be voted on, pursuant to Clause 22.1.9.

## **29. DISSOLUTION**

- 29.1 An Extraordinary General Meeting called for the purpose of dissolution of the Association, pursuant to Clause 22 of this Constitution, may resolve to dissolve the Association by a special resolution passed by seventy five percent (75%) majority of the members present and entitled to vote.
- 29.2 In the event of dissolution, the Committee shall appoint a liquidator and prepare a balance sheet showing the assets and liabilities of the Association. The liquidator will take all proper steps to realise all assets and meet all debts outstanding.
- 29.3 In the event of dissolution, the investment amount of \$50,000.00, pursuant to Clause 5.8, shall be returned to Rio Tinto Pty Ltd, in so much as those funds are available.
- 29.4 If, in the event of dissolution, there remains after satisfaction of all its debts and liabilities any surplus property whatsoever; the same must not be paid to or distributed among the members, or former members, of the Association.
- 29.5 All surplus property must be given or transferred to another organisation operating in Dampier, incorporated under the Corporations Act 2001, with similar purpose and objectives to the Association and which is not carried out for the purposes of profit or gain to its individual members; such organisation to be determined by resolution of the members.
- 29.6 In the event of no suitable organisation, operating pursuant to the conditions in Clause 29.5, being found, the Association shall appoint a minimum of three (3) trustees to hold surplus property in trust.

- 29.7 In the event that no suitable organisation, operating pursuant to the conditions in Clause 29.5, is formed within a period of five (5) years from the date of dissolution, all surplus property shall be distributed as determined by a Judge of the Supreme Court of Western Australia.

### **30. DISPUTES AND MEDIATION**

- 30.1 The grievance procedure applies to disputes under these rules between:
- 30.1.1 A member and another member
  - 30.1.2 A member and the Association, or
  - 30.1.3 If the Association provides services to non-members, those non-members who receive services from the Association and the Association.
- 30.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 30.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.
- 30.4 The mediator must be:
- 30.4.1 A person chosen by agreement between the parties, or
  - 30.4.2 In the absence of agreement, be a person appointed by the Committee.
- 30.5 The mediator can be a member of the Association.
- 30.6 The mediator cannot be a member who is a party to the dispute.
- 30.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 30.8 The mediator, in conducting the mediation, must:
- 30.8.1 Give the parties to the mediation process every opportunity to be heard.
  - 30.8.2 Allow due consideration by all parties of any written statement submitted by any party.
  - 30.8.3 Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 30.9 The mediator must not determine the dispute.
- 30.10 The mediation must be confidential and without prejudice.
- 30.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **31. OTHER CIRCUMSTANCES**

Should any circumstances arise, not provided for in this Constitution, the Committee is empowered to act as it may deem best in the interests of the Dampier community.