

SEPTEMBER 2021



CONSTITUTION OF THE  
PERTH TANGO CLUB



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**Version control for Constitution of the Perth Tango Club (PTC)**

| VERSION                        | GM DATE        | REVISED BY                          | COMMENTS  |
|--------------------------------|----------------|-------------------------------------|---|
|                                | AGM 2009       | Committee                           | Amended Constitution as adopted by the membership at AGM 2009.  |
| RULES OF ASSOCIATION PTC-2016. | AGM 21/10/2016 | Committee                           | <p>Special resolution put forward to accept the new model rules following Associations Incorporation ACT 2015 with following changes:</p> <ol style="list-style-type: none"> <li>1. Special resolution put forward to change quorum from 30% membership to a quorum of 30 members. The argument was that AGM never achieve the required 30% of membership.</li> <li>2. Special resolution pertaining to <u>rule 40</u> put forward to change model rules provision to pay committee accommodation and travel expenses from club funds. Argument is that this provision is not in the spirit of a not-for-profit organisation.</li> <li>3. Special resolution pertaining to <u>rule 53</u> put forward to change up to 5 proxy votes per single AGM member attendee to 1 proxy vote. Argument is to avoid a few people dominating a vote due to holding multiple proxies.</li> </ol> |
| 2.0                            | SGM 16/7/2021  | Committee with advice from Clubs WA | <p>Revision of Constitution and rules comprising significant updates:</p> <ul style="list-style-type: none"> <li>• Add table of contents and renumber the rules for easy reading,</li> <li>• Clarify powers of the Committee,</li> <li>• Increase protection of club assets,</li> <li>• Clarify conflict of interest with respect to tango teaching,</li> <li>• Reduce lead days for notices of AGMs and SGM,</li> <li>• Delete requirement to fill Secretary position within 2 weeks,</li> <li>• Lower the bar for members to call Special General Meetings,</li> <li>• Allow temporary suspension until the grievance procedure is completed,</li> <li>• Complaints lodged within 3 months of the incident,</li> <li>• Reference to By-laws and Polices.</li> </ul>   |



## 1 DEFINITION OF TERMS USED

- **Act** means the Associations Incorporation Act 2015;
- **AGM** is an Annual General Meeting;
- **PTC** means the incorporated association to which the Constitution applies;
- **books** of the PTC, which may be digital, 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 PTC under rule By-laws 9.2;
- **Chair** is a member presiding over a meeting;
- **Code of conduct** is the set of rules outlining the norms and responsibilities that PTC members and committees and agree to adhere to.
- **Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act;
- **Committee** comprises the office bearers and the other committee members of the PTC Committee;
- **Committee meeting** means a meeting of the PTC Committee;
- **Committee member** means a member of the Committee;
- **Constitution** means these rules of the Association, as in force for the time being;
- **Executive Committee** member is President or vice-President or Secretary or Treasurer
- **Financial member** is a member that has paid their annual dues and other money payable to the PTC by the member.
- **financial records** include:
  - (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 the methods by which financial statements are prepared and adjustments to be made in preparing financial statements.
- **financial report** is the Auditor's PTC Report prepared for the AGM;
- **financial statements** means the financial statements in relation to the PTC required under Part 5 Division 3 of the Act;
- **financial year** of the PTC, has the meaning given in rule Financial year 7.1
- **general meeting** of the PTC means a general meeting of the PTC whether AGM or SGM
- **grievance procedure** means the procedures set out in the rule Grievance procedure for resolving disputes 8.3;
- **member** means a person who is an ordinary member of the PTC;
- **membership class** is the membership level e.g. ordinary, honorary, junior.
- **motion** is a proposal from a member of the meeting whereas a **resolution** reflects the general opinion of the Committee. Not all motions can be resolutions but all resolutions come from motions. A motion can be put forward verbally whereas a resolution is written down and recorded.



- **natural justice** requires; a fair and appropriate hearing, lack of bias, evidence that supports a decision.
- **office holders** include executive and ordinary Committee members and other persons authorised to act on behalf of the PTC;
- **ordinary Committee member** means a Committee member who is not an executive committee member;
- **ordinary member** means a member with the rights referred to in subrule Becoming a member 3.3.1
- **policies** outline the PTC plan for tackling certain issues. At the core, policies communicate an organisation's values, philosophy, and culture. They include, code of conduct, responsibilities, obligations and duties.
- **president** means the executive Committee member holding the title of President of the PTC;
- **pending member** is waiting for Committee approval and has the rights of an ordinary member except voting rights;
- **register of members** means the register of members referred to in section 53 of the Act;
- **resolution**; there are two types of resolution:
  - (a) **ordinary resolution** is one in which a general meeting requires a simple majority (greater than 50% ) to move the resolution;
  - (b) **special resolution** means a resolution that needs a clear majority (75% or more) to approve the resolution at an AGM or SGM. Any PTC rule changes require a special resolution meeting conditions set out in rule When special resolutions are required 6.8 in accordance with section 51 of the Act;
- **returning Officer** is the person appointed to be in charge of the election.
- **rules** mean these rules contained in the Constitution of the PTC;
- **scrutineers** assist in the counting of votes at an AGM or SGM;
- **secretary** means the executive Committee member holding the title of Secretary of the PTC;
- **SGM** is a Special General Meeting;
- **subcommittee** means a subcommittee appointed by the Committee;
- **treasurer** means the executive Committee member holding the title of Treasurer of the PTC.
- **vice-President** means the executive Committee member holding the title of vice-President of the PTC.



## **2 GENERAL**

### **2.1 Name of association**

2.1.1 The name of the association is Perth Tango Club Inc. hereinafter referred to as “Perth Tango Club” or “PTC”.

### **2.2 Objects of the Perth Tango Club**

2.2.1 To encourage, promote and develop the art and culture of Argentinian Tango dancing within the community of Western Australia.

2.2.2 To provide a facility for the purposes of recreation, amusement, resources, and dance practice for the tango community.

### **2.3 Not-for-profit**

2.3.1 The property and income of the PTC shall be applied solely towards the promotion of the objects of the PTC 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.

2.3.2 Rule 2.3.1 does not prevent:

- (a) the payment in good faith of remuneration to any officer, employee or member in return for any services actually rendered to the PTC or for goods supplied in the ordinary and usual course of business;
- (b) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the “Cash Rate Target” from time to time on money borrowed from any member;
- (c) the payment of reasonable and proper rent by the PTC to a member for premises leased by the member to the PTC; or
- (d) the reimbursement of expenses incurred by any member or any Committee/subcommittee member on behalf of the PTC.

2.3.3 A Committee or subcommittee member is not entitled to be paid out of the funds of the PTC for any out-of-pocket expenses for travel and accommodation;

2.3.4 The payment of an honorarium to Committee members as determined by members by special resolution at an AGM or SGM meeting.

## **3 MEMBERS**

### **3.1 Eligibility for membership**

3.1.1 Any person who supports the objects or purposes of the PTC is eligible to apply to become a member.

### **3.2 Applying for membership**

3.2.1 Any person desiring to become a member of the PTC shall sign a PTC member application form:

- (a) When the application form and all subscriptions have been received, the person shall be a pending member of the PTC and exercise all the privileges of a member excluding voting rights, until such time as the Committee approved them for member status.
- (b) At the next Committee meeting, the applicant will then be accepted or denied membership.





- (c) 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.
- (d) If the Committee rejects the application, it is not required to give the applicant its reasons for doing so.
- (e) If membership is denied, all subscriptions shall be refunded.
- (f) The Committee must notify, in writing, the applicant of the Committee's decision to accept or reject the application as soon as practicable after making the decision.

### 3.3 Becoming a member

- 3.3.1 On the acceptance of each candidate, the Secretary shall notify the candidate and they will be enrolled as a member of the PTC and entitled to all benefits, advantages, privileges and services of PTC membership, including voting rights.
- 3.3.2 Members are bound by the PTC Constitution rules, including the PTC By-laws, Code of Conduct and Polices, and by all consequences resulting from breach thereof.
- 3.3.3 Members absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.
- 3.3.4 No member shall be entitled to take any legal action against the PTC, other than a claim for goods sold and delivered and services rendered and must conform to the decisions of the Committee and in the case of an appeal, to the decision of an AGM or SGM to which he or she may appeal.

### 3.4 Classes of membership

- 3.4.1 PTC consists of ordinary members.

### 3.5 When membership ceases

- 3.5.1 A person ceases to be a member when any of the following takes place:
  - (a) the person dies;
  - (b) the person resigns from the PTC;
  - (c) the person is expelled from the PTC under rule Suspension or expulsion 8.1;
  - (d) the person has not paid annual membership fee so ceases to be a member under rule Membership fees 3.7.
- 3.5.2 The Secretary must keep a record for at least five (5) years after a person ceases to be a member of
  - (a) the date on which the person ceased to be a member; and
  - (b) the reason why the person ceased to be a member.
- 3.5.3 The rights of a member are not transferable and end when membership ceases.

### 3.6 Resignation

- 3.6.1 A member may resign from membership of the PTC by giving written notice of the resignation to the Secretary.
- 3.6.2 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.



- 3.6.3 A person who has resigned from membership of the PTC remains liable for any fees that are owed to the PTC (the **owed amount**) at the time of resignation.
- 3.6.4 The owed amount may be recovered by the PTC in a court of competent jurisdiction as a debt due to the PTC.

### 3.7 Membership fees

- 3.7.1 The annual subscription of the PTC shall be set by majority vote of the Committee prior to the commencement of the financial year.
- 3.7.2 Notice of subscriptions shall be notified to the members via the PTC notice board and newsletter with amounts recorded in the By-laws.
- 3.7.3 All subscriptions are due from the first day of July and are payable in advance, on or before one (1) month after the start of the PTC financial year.
- 3.7.4 If a member has not paid the annual membership fee within the period of one (1) month after the due date, the member ceases to be a member on the expiry of that period.
- 3.7.5 If a person who has ceased to be a member under subrule 3.7.4 offers to pay the annual membership fee after the period referred to in that subrule has expired
  - (a) the Committee may, at its discretion, accept that payment; and
  - (b) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

### 3.8 Register of members

- 3.8.1 The Secretary, or another person authorised by the Committee, is responsible for the requirements imposed on the PTC under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the PTC.
- 3.8.2 The register is to include each member's name, membership class and at least one member contact address selected from:
  - (a) a residential address; or
  - (b) a postal address; or
  - (c) an email address; or
  - (d) information by means of which contact can be made with the member.
- 3.8.3 In addition to the matters referred to in section 53(2) of the Act, the register of members must include the date on which each member becomes a member.
- 3.8.4 Any changes to the register must be made within 28 days of advice of the change to the Secretary.
- 3.8.5 The register of members must be kept at the Secretary's place of residence, or at another place determined by the Committee.

### 3.9 Giving notice to members

- 3.9.1 In this rule — **recorded a means** recorded in the register of members.
- 3.9.2 A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and
  - (a) delivered by hand to the recorded address of the member; or
  - (b) sent by prepaid post to the recorded postal address of the member; or



- (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

## **4 COMMITTEES**

### **4.1 Powers of the Committee**

- 4.1.1 The business of the PTC shall be managed by the Committee who may exercise all powers of the PTC, except those required to be exercised by the PTC at an AGM or SGM.
- 4.1.2 Without prejudice to the powers conferred by the last preceding subrule, the Committee shall, subject to the By-laws, have power to do the following things:
  - (a) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.
  - (b) To determine from time to time the conditions on which and time when, members may use the property of the PTC or any part or parts thereof, and when and under what conditions the premises of the PTC or any part or parts thereof, shall be used by members.
  - (c) To determine what persons, if any, not being members of the PTC shall be permitted to use the premises of the PTC or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.
  - (d) To appoint any officials, or employees, contractors, or volunteers of the PTC and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to paid positions shall be engaged under a contract, award or classification of work in the award and its amendments.
  - (e) To delegate, subject to such conditions as it thinks fit, any of its powers to subcommittees consisting of members of the Committee, and other members of the PTC, co-opted for the purpose as it may determine and to make such regulations as to the proceedings of such subcommittees as may be thought desirable.
  - (f) To regulate and control its own meeting and the transaction of business.
  - (g) To reimburse expenses of any employees, or contractors, or volunteers of the PTC for faithful and diligent service as deemed fit.
  - (h) In accordance with the Constitution, to suspend, or expel any member.
  - (i) To enter into or accept any lease or tenancy of the premises where on the PTC shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of the PTC on such terms and on such conditions as the PTC may deem expedient.
  - (j) To take and defend all legal proceedings by or on behalf of the PTC and to appoint all necessary attorneys for any such purpose.
  - (k) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of the PTC up to \$10,000. Anything over \$10,000 must be determined at an AGM or SGM for members.
  - (l) To make, alter and repeal By-laws not inconsistent with these rules regulating the use and management of the PTC premises, the admission of members and the conduct of the PTC and its affairs generally.
  - (m) To do and perform any other acts, matters and things in connection with or relative to the management of the PTC as shall not by these rules require to be done by the PTC in General Meetings.



- 4.1.3 Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and the Committee may use the funds of the PTC for any such purpose required, together with any reasonable expenses incidental to Committee activities.

## 4.2 Committee members

- 4.2.1 A person may be a Committee member if the person is a financial ordinary member over the age of eighteen (18) years.
- 4.2.2 A Committee member shall not be eligible to serve if he or she is running, organising, or operating any tango venture or any competing events whether it be any teaching activities, skillshare, practicas or milongas where attendees are charged a fee that is not payable to the PTC.
- 4.2.3 The Committee may exercise the right to seek nominations based on required skill sets, which will be detailed in the by-laws.
- 4.2.4 The Committee members consist of
- (a) executive positions, and
  - (b) at least one and not more than 5 ordinary Committee member(s).
- 4.2.5 No member shall hold more than two (2) executive positions on the Committee.
- 4.2.6 The executive positions on the Committee shall be President, vice-President, Secretary and Treasurer; and any other as determined by the Committee.

## 4.3 Role and responsibilities of Committee members

- 4.3.1 Obligations of the Committee:
- (a) The Committee must take all reasonable steps to ensure the PTC complies with its obligations under the Act and this Constitution.
- 4.3.2 Responsibilities of Committee members:
- (a) A Committee member 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 in the circumstances.
  - (b) A Committee member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the PTC and for a proper purpose.
  - (c) A Committee member or former Committee member must not improperly use his or her position or information obtained because he or she is/was a Committee member to
    - i. gain an advantage for himself or herself or another person; or
    - ii. cause detriment to the PTC.
- 4.3.3 A Committee member having any material personal interest, i.e. financial or non-financial interests, in a matter being considered at a Committee Meeting must
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
  - (b) disclose the nature and extent of the interest at the next AGM or SGM of the PTC ; and
  - (c) not be present while the matter is being considered at the Committee meeting or vote on the matter.
- 4.3.4 The Secretary must record every disclosure made by a Committee member under Section 19(c) of the Act in the minutes of the Committee meeting at which the disclosure is made.
- 4.3.5 No Committee member shall make any public statement or comment or cause to be published



any words or article concerning the conduct of the PTC unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee meeting.

- 4.3.6 No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for
- (a) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
  - (b) an offence under Part 4 Division 3 or section 127 of the Act; unless the person has obtained the consent of the Commissioner.
- 4.3.7 No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- 4.3.8 As soon as is practicable after a person has ceased to be a member of the Committee of the PTC, all relevant documents, records and security items (including passwords and keys) must be delivered to a member of the Committee of the PTC.

#### **4.4 President**

- 4.4.1 It is the duty of the President to consult with the Secretary regarding the business to be conducted at each Committee meeting, and AGM or SGM.
- 4.4.2 The President has the powers and duties relating to convening and presiding at Committee meetings and presiding at AGMs or SGMs provided for in these rules.

#### **4.5 Vice-President**

In the absence of the President, the vice-President takes up the President duties.

#### **4.6 Secretary**

- 4.6.1 The Secretary has the following duties:
- (a) dealing with the PTC's correspondence;
  - (b) consulting with the Chair regarding the business to be conducted at each Committee meeting, and AGM or SGM;
  - (c) preparing the notices required for meetings and for the business to be conducted at meetings;
  - (d) maintaining on behalf of the PTC an up-to-date copy of this Constitution, as required under section 35(1) of the Act;
  - (e) ensuring the safe custody of the books of the PTC, other than the financial records, financial statements and financial reports, as applicable to the PTC;
  - (f) maintaining full and accurate minutes of Committee meetings and AGM or SGM;
  - (g) unless another member is authorised by the Committee to do so, maintaining on behalf of the PTC the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
  - (h) unless another member is authorised by the Committee to do so, maintaining on behalf of the PTC a record of Committee members and other persons authorised to act on behalf of the PTC, as required under section 58(2) of the Act; and
  - (i) carrying out any other duties given to the Secretary under these rules or by the Committee.



## 4.7 Treasurer

4.7.1 The Treasurer has the following duties:

- (a) ensuring that any amounts payable to the PTC are collected; and issuing receipts for those amounts in the PTC's name;
- (b) ensuring that any amounts paid to the PTC are credited to the appropriate account of the PTC, as directed by the Committee;
- (c) ensuring that any payments to be made by the PTC that have been authorised by the Committee or at an AGM or SGM are made on time;
- (d) ensuring that the PTC complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the PTC's financial records, financial statements and financial reports, as applicable to the PTC;
- (f) coordinating the preparation of the PTC's financial statements before their submission to the PTC AGM;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the PTC's financial statements or financial report; and
- (h) carrying out any other duty given to the Treasurer under this Constitution or by the Committee.

## 4.8 How do members become Committee members?

A member becomes a Committee member if the member

- (a) is elected to the Committee at an AGM or SGM; or
- (b) is appointed to the Committee by the Committee to fill a casual vacancy under rule Filling casual vacancies 4.14.

## 4.9 Nomination of Committee members

4.9.1 Nominations for individual positions on the Committee

- (a) must be in writing in the format prescribed by the Committee and must be in the hands of the Secretary by 5pm not less than seven (7) days before the AGM.

4.9.2 At least fourteen (14) days before an AGM, the Secretary must send written notice to all the members

- (a) calling for nominations for election to the Committee:
  - i. President, vice President, Secretary, and Treasurer
  - ii. Number of other ordinary Committee member positions as specified by the Committee; and
- (b) stating the date and time by which nominations must be received by the Secretary as per subrule 4.9.1.

4.9.3 A member may nominate for one of the executive positions or an ordinary Committee member, but not both.

4.9.4 The nominations shall be exhibited on the notice board or electronically posted at least three (3) days prior to the said meeting.



#### 4.10 Election of Committee

- 4.10.1 The management of the PTC shall be vested in a Committee consisting of a minimum of five (5) to a maximum of nine (9) committee persons elected for a 1-year term.
- 4.10.2 The election of the Committee shall be by ballot at each AGM in the presence of the returning officer and two scrutineers selected by the Committee.
- (a) Members unable to attend the meeting may lodge a vote on the PTC approved ballot paper with the Secretary at least 2 days prior to the meeting, having also recorded and signed an apology for the meeting on an outer sealed envelope that contains the sealed ballot paper.
  - (b) The approved ballot paper shall be distributed directly to the member upon request.
  - (c) All other votes shall be cast at the AGM.
- 4.10.3 A single election shall be held for President, vice-President, Secretary, and Treasurer.
- (a) If only one member is nominated for the position, the Chair of the meeting must declare the member elected to the position.
  - (b) If more than one member is nominated, a ballot must be held.
- 4.10.4 A single election shall be held to fill ordinary committee member positions:
- (a) If the number of members nominated for the positions of ordinary Committee members is less than or equal to the number to be elected, the Chair of the meeting must declare each of those members elected to the position.
  - (b) If the number of members nominated exceeds the number to be elected, a ballot must be held.
- 4.10.5 A member who has nominated for the position may vote for himself or herself.
- 4.10.6 If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected and shall have power to fill the vacancies and any casual vacancies that may occur.
- 4.10.7 On the members' election, the new President of the PTC may take over as the Chair of the meeting.

#### 4.11 Term of office

- 4.11.1 The term of office of a Committee member begins when the member
- (a) is elected at an AGM or under subrule Resignation and removal from office 4.12.3(b); or
  - (b) is appointed to fill a casual vacancy under rule Filling casual vacancies 4.14.
- 4.11.2 Subject to rule When membership of Committee ceases 4.13, a Committee member holds office until the positions on the Committee are declared vacant at the next AGM.
- 4.11.3 A Committee member may be re-elected.

#### 4.12 Resignation and removal from office

- 4.12.1 A Committee member may resign from the Committee by written notice given to the Secretary or, if the resigning member is the Secretary, given to the President.
- 4.12.2 The resignation takes effect
- (a) when the notice is received by the Secretary or President; or
  - (b) if a later time is stated in the notice, at the later time.



4.12.3 At an AGM or SGM, the PTC may by resolution

- (a) remove a Committee member from office; and
- (b) elect a member who is eligible under subrule Committee members 4.2.1 to fill the vacant position.

4.12.4 A Committee member who is the subject of a proposed resolution under subrule 4.12.3(a) may make written representations (of a reasonable length) to the Secretary or President and may ask that the representations be provided to the members.

4.12.5 The Secretary or President may give a copy of the representations to each member or, if they are not so given, the Committee member may require them to be read out at an AGM or SGM at which the resolution is to be considered.

#### 4.13 When membership of Committee ceases

4.13.1 A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- (a) dies or otherwise ceases to be a member; or
- (b) resigns from the Committee or is removed from office under rule Resignation and removal from office 4.12; or
- (c) becomes ineligible to accept an appointment or act as a Committee member under section 39 of the Act;
- (d) becomes permanently unable to act as a Committee member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend.
- (f) Is removed from office by resolution at an AGM or SGM of the PTC if a majority of the members present and with voting rights at the meeting vote in favour of the removal.
- (g) The Committee member who faces removal from the Committee must be given a full and fair opportunity at an AGM or SGM to discuss the proposed resolution, to state his or her case as to why the member should not be removed from his or her position on the Committee.
- (h) If all Committee members are removed by resolution at an AGM or SGM, the members must, at the same AGM or SGM, elect an interim Committee.
- (i) The interim Committee must, within two months, convene an AGM or SGM of the PTC for the purpose of electing a new Committee.

#### 4.14 Filling casual vacancies

4.14.1 The Committee may appoint a member who is eligible under subrule Committee members 4.2.1 to fill a position on the Committee that

- (a) has become vacant under rule When membership of Committee ceases 4.13; or
- (b) was not filled by election at the most recent AGM or under subrule Resignation and removal from office 4.12.3(b);

until the next election provided the member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.

4.14.2 Members shall be informed through the PTC newsletter of each appointment filling a casual vacancy on the Committee immediately after it has been made.





4.14.3 Subject to the requirement for a quorum under rule Quorum for Committee meetings 5.3, the Committee may continue to act despite any vacancy in its membership.

4.14.4 If there are fewer Committee members than required for a quorum under rule Quorum for Committee meetings 5.3, the Committee may act only for the purpose of

- (a) appointing Committee members under this rule; or
- (b) convening a general meeting.

#### 4.15 Validity of acts

4.15.1 The acts of a Committee or subcommittee, or of a 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 Committee member or member of a subcommittee.

#### 4.16 Subcommittees

4.16.1 To help the Committee in the conduct of the PTC's business, the Committee may, in writing, appoint one or more subcommittees.

4.16.2 A subcommittee may consist of the number of people, whether or not members, that the Committee considers appropriate.

4.16.3 Subject to any directions given by the Committee a subcommittee may meet and conduct business as it considers appropriate.

#### 4.17 Delegation to subcommittees

4.17.1 In this rule — **non-delegable a duty** means a duty imposed on the Committee by the Act or another written law.

4.17.2 The Committee may, in writing, delegate to a subcommittee the exercise of any power or the performance of any duty of the Committee other than

- (a) the power to delegate; and
- (b) a non-delegable duty.

4.17.3 The Committee must set up a terms of reference for each subcommittee set up, defining the subcommittee purpose, goals, and structures.

4.17.4 A power or duty, the exercise or performance of which has been delegated to a subcommittee under this rule, may be exercised or performed by the subcommittee or holder in accordance with the terms of the delegation.

4.17.5 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.

4.17.6 The delegation does not prevent the Committee from exercising or performing at any time the power or duty delegated.

4.17.7 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 Committee.

4.17.8 The Committee may, in writing, amend or revoke the delegation.

#### 4.18 Publication by Committee members of statements about PTC business prohibited

4.18.1 A Committee member must not publish, or cause to be published, any statement about the business conducted by the PTC at an AGM or SGM or Committee meeting unless

- (a) the Committee member has been authorised to do so at a Committee meeting; and



- (b) the authority given to the Committee member has been recorded in the minutes of the Committee meeting at which it was given.

## 5 COMMITTEE MEETINGS

### 5.1 General

- 5.1.1 The Committee must meet monthly.
- 5.1.2 The date, time and place of the first Committee meeting must be determined by the Committee members as soon as practicable after the AGM at which the Committee members are elected.
- 5.1.3 Special meetings may be called by the President, Secretary or on the request of at least three members of the Committee.
- 5.1.4 No member of the Committee shall be held to have resigned his/her seat until his/her resignation, in writing, has been accepted by the Committee.

### 5.2 Notice of Committee meetings

- 5.2.1 Notice of each Committee meeting must be given to each Committee member at least 48 hours before the time of the meeting.
- 5.2.2 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.
- 5.2.3 Unless subrule 5.2.4 applies, the only business that may be conducted at the meeting is the business described in the notice.
- 5.2.4 Urgent business that has not been described in the notice may be conducted at the meeting if the Committee members at the meeting unanimously agree to treat that business as urgent.

### 5.3 Quorum for Committee meetings

- 5.3.1 Subject to subrule Filling casual vacancies 4.14.4, no business can be conducted at a Committee meeting unless the meeting is attended by a quorum consisting of five (5) members of the Committee of which at least two (2) shall be executive members of the Committee.
- 5.3.2 If a quorum is not present within 30 minutes after the notified commencement time of a Committee meeting, meeting is adjourned to the same time, day and place in the following week.
- 5.3.3 If a quorum is not present within 30 minutes after the commencement time of a Committee meeting held under subrule 5.3.2; and at least two (2) Committee members are present at the meeting, those members present are taken to constitute a quorum.

### 5.4 Procedure and order of business

- 5.4.1 The President or, in the President's absence, the vice-President must preside as Chair of each Committee meeting.
- 5.4.2 If the President and vice-President are absent or are unwilling to act as Chair of a meeting, the Committee members at the meeting must choose one of them to act as Chair of the meeting.
- 5.4.3 The procedure to be followed at a Committee meeting must be determined from time to time by the Committee.
- 5.4.4 The order of business at a Committee meeting may be determined by the Committee members at the meeting.
- 5.4.5 A member or other person who is not a Committee member may attend a Committee meeting if



invited to do so by the Committee.

5.4.6 A person invited under subrule 5.4.5 to attend a Committee meeting

- (a) has no right to any agenda, minutes or other document circulated at the meeting;
- (b) must not comment about any matter discussed at the meeting unless invited by the Committee to do so; and
- (c) cannot vote on any matter that is to be decided at the meeting.

## 5.5 Use of technology to be present at Committee meetings

5.5.1 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.

5.5.2 A member who participates in a Committee meeting as allowed under subrule 5.5.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

## 5.6 Voting at Committee meetings

5.6.1 Each Committee member present at a Committee meeting has one vote on any question arising at the meeting.

5.6.2 A motion is carried if a majority of the Committee members present at the Committee meeting vote in favour of the motion.

5.6.3 If the votes are divided equally on a question, the Chair of the meeting has a second or casting vote.

5.6.4 A vote may take place by the Committee members present indicating their agreement or disagreement or by a show of hands, unless the Committee decides that a secret ballot is needed to determine a particular question.

5.6.5 If a secret ballot is needed, the Chair of the meeting must decide how the ballot is to be conducted.

## 5.7 Voting outside a Committee meeting

5.7.1 The Committee may pass a resolution outside a Committee meeting if:

- (a) Identical copies of a document or email are circulated to each Committee member detailing:
  - i. motion
  - ii. mover
  - iii. seconder
- (b) All Committee members shall:
  - i. Return circulated document through email or in person, indicating acceptance or rejection of the motion, or
  - ii. Reply to email, quoting the motion and indicating acceptance or rejection of the motion.
- (c) Taken together, all copies of the email or document will constitute the same document.
- (d) The resolution shall be decided by a majority vote.



## 5.8 Minutes of Committee meetings

- 5.8.1 The Committee must ensure that minutes are taken and kept of each Committee meeting.
- 5.8.2 The minutes must record the following:
- (a) the names of the Committee members present at the meeting;
  - (b) the name of any person attending the meeting;
  - (c) the business considered at the meeting; and
  - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- 5.8.3 The minutes of a Committee meeting must be entered in the PTC's minute book within 30 days after the meeting is held.
- 5.8.4 The minute book must be digital.
- 5.8.5 The Chair must ensure that the minutes of a Committee meeting are reviewed and signed as correct by
- (a) the Chair of the meeting; or
  - (b) the Chair of the next Committee meeting.
- 5.8.6 When the minutes of a 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;
  - (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.

## 6 GENERAL MEETINGS OF PERTH TANGO CLUB

### 6.1 Annual General Meeting (AGM)

- 6.1.1 The AGM of members shall be held every calendar year within six months after the end of the PTC's financial year, with the Committee to determine the date, time, and place.
- (a) 10% of financial members personally present shall constitute a quorum.
  - (b) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an AGM, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.
- 6.1.2 If it is proposed to hold the AGM more than 6 months after the end of the PTC's financial year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four (4) months after the end of the financial year.
- 6.1.3 Secretary will provide at least 28-day notice to members of the AGM. Notice will include:
- (a) date, time, and place; and
  - (b) request motions for consideration;
  - (c) request for nomination for Committee.
- 6.1.4 All notices of motion for consideration at the AGM must be handed to the Secretary in writing by 5pm no less than fourteen (14) days prior to the date set for said meeting.
- 6.1.5 Notice of the meeting (including date, time, and location) and agenda items, including wording of Notices of Motion or proposed resolutions, must be posted on the PTC notice board for seven



(7) days before the date of the meeting for all members to read. If the resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution.

- (a) Members who have provided an email address will also be emailed a copy of the notice of the meeting, agenda items and any notices of motion.
- (b) Subrule 6.4.7 Notice of an AGM or SGM given to an ordinary member must be followed if proxies are allowed.

6.1.6 The ordinary business of the AGM is as follows:

- (a) reading notice of meeting;
- (b) reading minutes of the last AGM and any other SGM not yet confirmed and confirming or amending same;
- (c) reading President's Report, discussion, and adoption or otherwise;
- (d) reading Statement of Accounts and Balance Sheet to be received or otherwise;
- (e) election of the Committee;
- (f) special business of which Notice of Motion has been given;
- (g) other business.

## 6.2 Special General Meeting (SGM)

6.2.1 The Committee may at any time call a SGM.

- (a) At least 10% of financial members personally present shall constitute a quorum.
- (b) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an SGM, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.

6.2.2 A SGM shall also be called by the Committee on a requisition signed by no less than 15% of members with voting rights, stating in detail the purpose of the meeting.

- (a) If the Committee does not convene a SGM within 35 days of the date of the requisition being received, any signatory of the requisition shall have the power to convene the meeting as per subrule 6.2.3.
- (b) 10% of financial members shall form a quorum.
- (c) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time, the meeting shall automatically lapse.

6.2.3 Notice of the meeting (including date, time, and location) and agenda items, including wording of notices of motion or proposed resolutions, must be posted on the PTC notice board seven (7) days before the date of the meeting for all members to read. If the resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution.

- (a) Members who have provided an email address will also be emailed a copy of the notice of the meeting, agenda items and any notices of motion.
- (b) Subrule Notice of an AGM or SGM given to an ordinary member must (6.4.7) be followed if proxies are allowed.

6.2.4 Only business of which notice shall have been given as above, or in accordance with these rules, shall be transacted at a SGM.



### 6.3 General provision for AGMs or SGMs

- 6.3.1 AGMs or SGMs may take place
- (a) where the members are physically present together; or
  - (b) where the members can communicate by using any technology that reasonably allows the member to participate fully in discussions as they happen in the AGM or SGM and in making any decisions, provided that the participation of the member in the AGM or SGM must be made known to all other members.
- 6.3.2 A member who participates in a meeting as set out in subrule 6.3.1(b)
- (a) is deemed to be present at the AGM or SGM; and
  - (b) continues to be present at the meeting for the purposes of establishing a quorum until the member notifies the other members that he or she is no longer taking part in the AGM or SGM.
- 6.3.3 The Chair of the meeting shall be the PTC President or if not available a person nominated and elected by the members present.
- 6.3.4 Only members with voting rights, as per the Constitution will be permitted to vote on matters at an AGM or SGM.
- 6.3.5 At any AGM or SGM, unless a poll is requested by at least three (3) members with voting rights, a declaration by the Chair that a resolution has been carried or lost, and an entry to that effect in the minutes of the PTC shall be sufficient evidence of the decision.
- 6.3.6 The Chair shall have a casting vote and shall decide all questions of order unless otherwise provided by these rules.

### 6.4 Proxies

- 6.4.1 Subject to subrule 6.4.2, an ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at an AGM or SGM.
- 6.4.2 An ordinary member may be appointed the proxy for not more than one (1) other member.
- 6.4.3 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 6.4.4 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 6.4.5 If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 6.4.6 If the Committee has approved a form for the appointment of a proxy, the member may use that form or any other form
- (a) that clearly identifies the person appointed as the member's proxy; and
  - (b) that has been signed by the member.
- 6.4.7 Notice of an AGM or SGM given to an ordinary member must state that the member may appoint an individual who is an ordinary member as a proxy for the meeting and include a copy of any form that the Committee has approved for the appointment of a proxy.
- 6.4.8 A form appointing a proxy must be given to the Secretary before the commencement of the AGM or SGM for which the proxy is appointed.
- 6.4.9 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the PTC not later than 24 hours before the commencement of the meeting.



## 6.5 Use of technology to be present at AGM or SGM

- 6.5.1 The presence of a member at an AGM or SGM need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 6.5.2 A member who participates in an AGM or SGM as allowed under subrule 6.5.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

## 6.6 Adjournment of AGMs or SGMs

- 6.6.1 The Chair of an AGM or SGM at which a quorum is present may, with the consent of a majority of the ordinary members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- 6.6.2 Without limiting subrule 6.6.1, a meeting may be adjourned
- (a) if there is insufficient time to deal with the business at hand; or
  - (b) to give the members more time to consider an item of business.
- 6.6.3 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- 6.6.4 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for fourteen (14) days or more.

## 6.7 Voting at AGMs or SGMs

- 6.7.1 On any question arising at an AGM or SGM
- (a) each ordinary member has one vote; and
  - (b) ordinary members may vote personally, by proxy or other means as determined by the Committee from time to time.
- 6.7.2 if the question is whether to confirm the minutes of a previous AGM or SGM, voting must be in person and only members who were present at that meeting may vote.
- 6.7.3 For a person to be eligible to vote at an AGM or SGM as an ordinary member, the ordinary member:
- (a) must have been an ordinary member at the time notice of the meeting was given under subrule Secretary will provide at least 28-day notice to members of the AGM 6.1.3; and
  - (b) must be a financial member.
- 6.7.4 An ordinary resolution requires a simple majority (greater than 50%).
- 6.7.5 A special resolution requires at least 75% of members present and with voting rights.

## 6.8 When special resolutions are required

- 6.8.1 A special resolution is required if it is proposed at an AGM or SGM
- (a) to change the Constitution (refer to rule Alteration of Constitution rules 9.1);
  - (b) to affiliate the PTC with another body; or
  - (c) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- 6.8.2 Subrule 6.8.1 does not limit the matters in relation to which a special resolution may be proposed.



## 6.9 Determining whether a resolution is carried

- 6.9.1 In this rule — **poll** means the process of voting in relation to a matter that is conducted in writing.
- 6.9.2 Subject to subrule 6.9.4, the President of an AGM or SGM may, based on general agreement or disagreement, or 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.
- 6.9.3 If the resolution is a special resolution, the declaration under subrule 6.9.2 must identify the resolution as a special resolution.
- 6.9.4 If a poll is demanded on any question by the Chair of the meeting or by at least 3 other ordinary members present in person or by proxy:
- (a) the poll must be taken at the meeting in the manner determined by the Chair; and
  - (b) the Chair must declare the determination of the resolution based on the poll.
- 6.9.5 If a poll is demanded on the election of the Chair or on a question of an adjournment, the poll must be taken immediately.
- 6.9.6 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 Chair.
- 6.9.7 A declaration under subrules 6.9.2 or 6.9.4 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.
- 6.9.8 Except in the case of a special resolution, a motion is carried if a majority of the ordinary members who, being entitled to vote, vote in favour of the motion.
- 6.9.9 At least three quarters of votes of those members who, being entitled to vote, is required for a special resolution to carry.
- 6.9.10 If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.

## 6.10 Minutes of AGMs or SGMs

- 6.10.1 The Secretary, or a person authorised by the Committee from time to time, must take and keep minutes of each AGM or SGM.
- 6.10.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- 6.10.3 In addition, the minutes of each annual AGM or SGM must record:
- (a) the names of the ordinary members attending the meeting; and
  - (b) any proxy forms given to the Chair of the meeting under subrule 6.4.8; and
  - (c) the financial statements or Financial Report presented at the meeting; and
  - (d) any report of the review or auditor's report on the financial statements or Financial Report presented at the meeting.
- 6.10.4 The minutes of an AGM or SGM must be entered in the PTC's minute book within 30 days after the meeting is held.





- 6.10.5 The Chair must ensure that the minutes of an AGM or SGM are reviewed and signed as correct by
- (a) the Chair of the meeting; or
  - (b) the Chair of the next AGM or SGM.
- 6.10.6 When the minutes of an AGM or SGM 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.

## 7 FINANCIAL MATTERS

### 7.1 Financial year

- 7.1.1 Financial year of the PTC is the period of 12 months commencing 1 July and ending 30 June.

### 7.2 Source of funds

- 7.2.1 The funds of the PTC may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest, and any other sources approved by the Committee.

### 7.3 Control of funds

- 7.3.1 The PTC must open an account in the name of the PTC with a financial institution from which all expenditure of the PTC is made and into which all funds received by the PTC are deposited.
- 7.3.2 Subject to any restrictions imposed at an AGM or SGM, the Committee may approve expenditure on behalf of the PTC.
- 7.3.3 The Committee may authorise the Treasurer to expend funds on behalf of the PTC up to a specified limit without requiring approval from the Committee for each item on which the funds are expended.
- 7.3.4 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the PTC must be signed by
- (a) two (2) Committee members; or
  - (b) one Committee member and a person authorised by the Committee.
  - (c) Persons in subrule 7.3.4 (a) or 7.3.4 (b) shall not be in a relationship, be relatives, or other kind of conflict in interest.
- 7.3.5 All funds of the PTC must be deposited into the PTC's account within seven (7) working days after their receipt.

### 7.4 Financial statements and financial reports

- 7.4.1 For each financial year, the Committee must ensure that the requirements imposed on the PTC under Part 5 of the Act relating to the financial statements are met.
- 7.4.2 Without limiting subrule 7.4.1, these requirements include:
- (a) PTC will use the accrual method of accounting and must prepare:
    - i. a statement of income and expenditure; and
    - ii. a balance sheet.



## 8 DISCIPLINARY ACTION, DISPUTES AND MEDIATION

### 8.1 Suspension or expulsion

- 8.1.1 The Committee may decide to suspend a member's membership or to expel a member from the PTC if
- (a) the member contravenes any of these rules, By-laws, and Policies, or
  - (b) the member acts detrimentally to the interests of the PTC.
- 8.1.2 The President or Committee in receiving a complaint from a member or non-member, of a member's behaviour which is considered a serious breach of acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under subrule 8.1.3 can be taken.
- 8.1.3 All complaints must be lodged with the Committee within three (3) months of the date of the alleged incident.
- 8.1.4 The Secretary must give the member written notice of the proposed suspension or expulsion at least fourteen (14) days before the Committee meeting at which the proposal is to be considered by the Committee.
- 8.1.5 The notice given to the member must state
- (a) when and where the 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, following the principles of natural justice, to make written or oral (or both written and oral) submissions to the Committee about the proposed suspension or expulsion.
- 8.1.6 At the Committee meeting, the Committee must
- (a) give the member, or the member's representative, a reasonable opportunity, to ensure natural justice, 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 PTC.
- 8.1.7 A decision of the Committee to suspend the member's membership or to expel the member from the PTC takes effect on the date the member has been notified in writing.
- 8.1.8 The Committee must give the member written notice of the Committee's decision, and the reasons for the decision, within seven (7) days after the Committee meeting at which the decision is made.
- 8.1.9 A member whose membership is suspended or who is expelled from the PTC may, within fourteen (14) days after receiving notice of the Committee's decision under subrule 8.1.8, give written notice to the Secretary requesting the appointment of a mediator under rule Appointment of mediator 8.8
- 8.1.10 If notice is given under subrule 8.1.9 the member who gives the notice and the Committee are the parties to the mediation.



## **8.2 Consequences of suspension**

- 8.2.1 During the period a member's membership is suspended, the member
- (a) loses any rights (including voting rights) arising because of membership suspension;
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the PTC; and
  - (c) cannot attend PTC events.
- 8.2.2 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.
- 8.2.3 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.

## **8.3 Grievance procedure for resolving disputes**

- 8.3.1 The procedure set out here (the grievance procedure) applies to disputes
- (a) between members; or
  - (b) between one or more members and the PTC.

## **8.4 Parties to attempt to resolve dispute**

- 8.4.1 The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days after the dispute has come to the attention of each party.

## **8.5 How grievance procedure is started**

- 8.5.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required, any party to the dispute may start the grievance procedure by giving written notice to the Secretary and Complaints Officer of
- (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- 8.5.2 All disputes must be lodged with the Committee within three (3) months of the date of the alleged incident.
- 8.5.3 Within 28 days after the Secretary is given the notice, a Committee meeting must be convened to consider and determine the dispute.
- 8.5.4 The Secretary must give each party to the dispute written notice of the Committee meeting at which the dispute is to be considered and determined at least seven (7) days before the meeting is held.
- 8.5.5 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 Committee about the dispute.



- 8.5.6 If the member fails to attend at the time and place mentioned without reasonable excuse, the charge or complaint shall be heard and dealt with and the Committee will decide on the evidence before it, notwithstanding the member's absence.
- 8.5.7 The Committee must not determine the dispute if
- (a) the dispute is between one or more members and the PTC; 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 Committee; and
    - ii. requests the appointment of a mediator under rule Appointment of mediator 8.8.

## 8.6 Determination of dispute by Committee

- 8.6.1 At the Committee meeting at which a dispute is to be considered and determined, the Committee must
- (a) ensure that natural justice is given to all parties;
  - (b) 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
  - (c) give due consideration to any submissions so made; and
  - (d) determine the dispute.
- 8.6.2 The Committee must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within seven (7) days after the Committee meeting at which the determination is made.
- 8.6.3 A party to the dispute may, within fourteen (14) days after receiving notice of the Committee's determination under subrule 8.6.1(d), give written notice to the Secretary requesting the appointment of a mediator under rule Mediation 8.7.
- 8.6.4 If notice is given under subrule 8.6.3, each party to the dispute is a party to the mediation.

## 8.7 Mediation

- 8.7.1 Mediation applies if written notice has been given to the Secretary requesting the appointment of a mediator
- (a) by a member under subrule Suspension or expulsion 8.1.9; or
  - (b) by a party to a dispute under subrule How grievance procedure is started 8.5.7(b)(ii) or Determination of dispute by Committee 8.6.3.
- 8.7.2 If this Division applies, a mediator must be chosen or appointed under rule Appointment of mediator 8.8.

## 8.8 Appointment of mediator

- 8.8.1 The mediator must be a person chosen:
- (a) if the appointment of a mediator was requested by a member under subrule Suspension or expulsion 8.1.9, by agreement between the member and the Committee; or
  - (b) if the appointment of a mediator was requested by a party to a dispute under subrule How grievance procedure is started 8.5.7(b)(ii) or subrule Determination of dispute by Committee 8.6.3 by agreement between the parties to the dispute.
- 8.8.2 If there is no agreement for the purposes of subrule 8.8.1(a) or (b), then, subject to subrules 8.8.3 and 8.8.4, the Committee must appoint the mediator.



- 8.8.3 The person appointed as mediator by the 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 subrule Suspension or expulsion 8.1.9; or
  - (b) a party to a dispute under subrule How grievance procedure is started 8.5.7(b)(ii); or
  - (c) a party to a dispute under subrule Determination of dispute by Committee 8.6.3 and the dispute is between one or more members and the PTC.
- 8.8.4 The person appointed as mediator by the Committee may be a member or former member of the PTC 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.

## 8.9 Mediation process

- 8.9.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 8.9.2 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 five (5) days before the mediation takes place.
- 8.9.3 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.
- 8.9.4 The mediator cannot determine the matter that is the subject of the mediation.
- 8.9.5 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.
- 8.9.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

## 8.10 Mediation resulting in the decision to suspend or expel being revoked

- 8.10.1 That revocation does not affect the validity of any decision made at a Committee meeting or AGM or SGM during the period of suspension or expulsion if:
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the PTC gives notice under subrule Suspension or expulsion 8.1.9; and
  - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked.

## 9 GENERAL MATTERS

### 9.1 Alteration of Constitution rules

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



- 9.1.2 No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a special resolution is carried by a three-fourths majority of members present and with voting rights at an AGM or SGM and by otherwise complying with Part 3 Division 2 of the Act.
- 9.1.3 Notices of Motions to repeal, alter or suspend any rule shall be given to the Secretary preceding the AGM or SGM and respectively comply with subrules 6.1.5 or 6.2.3.
- 9.1.4 Within one month after the making of any amendment or addition to the rules of the PTC, passed by special resolution, the Committee shall submit the required documents to the Commissioner. No effect will be given to the amendments without the approval of the Commissioner.

## 9.2 By-laws

- 9.2.1 By-laws may provide for any other matter PTC considers necessary or convenient to be dealt with in the By-laws.
- 9.2.2 A By-law is of no effect to the extent that it is inconsistent with the Act or the regulations or the Constitution.
- 9.2.3 At the request of a member, the PTC must make a copy of the By-laws available for inspection by the member.

## 9.3 Executing documents and common seal

- 9.3.1 The PTC shall not have a common seal.
- 9.3.2 The PTC may execute a document without using a common seal if the document is signed by
  - (a) two (2) Committee members; or
  - (b) one (1) Committee member and a person authorised by the Committee.

## 9.4 Custody of books and securities

- 9.4.1 Subject to subrule 9.4.2, the books and any securities of the PTC must be kept in the Secretary's custody or under the Secretary's control.
- 9.4.2 The financial records and, as applicable, the financial statements or financial reports of the PTC must be kept in the Treasurer's custody or under the Treasurer's control.
- 9.4.3 Subrules 9.4.1 and 9.4.2 have effect except as otherwise decided by the Committee.
- 9.4.4 The books of the PTC must be retained for at least seven (7) years.

## 9.5 Record of office holders

- 9.5.1 The record of Committee members and other persons authorised to act on behalf of the PTC 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.

## 9.6 Inspection of records and documents

- 9.6.1 Rule 9.6.2 applies to a member who wants to inspect:
  - (a) the register of members under section 54(1) of the Act; or
  - (b) the record of the names and addresses of Committee members, and other persons authorised to act on behalf of the PTC, under section 58(3) of the Act; or
  - (c) any other record or document of the PTC.



- 9.6.2 Upon request, a member can inspect the books of the PTC at such time and place as is mutually convenient to the PTC and the member.
- 9.6.3 A member must contact the Secretary to request to inspect the Register.
- (a) Inspection must be free of charge.
- 9.6.4 A member must contact the Secretary to request a copy of the Register.
- (a) A member wishing to make any copy of the Register must provide a written request acceptable to the Committee, including a filled in and duly signed statutory declaration form, supplied by the PTC, setting out the purpose for which the request is made and declaring that the purpose is directly connected with the affairs of the PTC.
- (b) The member may make a copy of details from the Register but has no right to remove the Register for that purpose.
- (c) The PTC may charge a reasonable fee to the member for providing a copy of the Register, the amount to be determined by the Committee from time to time.
- 9.6.5 A member must not use or disclose the information on the Register:
- (a) to gain access to information that a member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the PTC or a member for the purpose of advertising for political, religious, charitable, or commercial purposes, or
- (c) for any other purpose unless the use of the information is approved by the Committee and for a purpose
- i. that is directly connected with the affairs of the PTC; or
- ii. related to the provision of the information to the Commissioner in accordance with a requirement of the Act.
- 9.6.6 If the 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.
- 9.6.7 If the member wants to inspect a document that records information concerning complaints or disputes, the right to inspect that document is subject to any decision the Committee and all parties have made about such documents being available for inspection by the member.

## 9.7 Distribution of surplus property on cancellation of incorporation or winding up

- 9.7.1 In this rule — **surplus property**, in relation to the PTC, means property remaining after satisfaction of:
- (a) the debts and liabilities of the PTC; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the PTC, but does not include books relating to the management of the PTC.
- 9.7.2 On the cancellation of the incorporation or the winding up of the PTC, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.