

RULES OF THE PERTH SWING DANCE SOCIETY INCORPORATED

Name of Association

1. The name of the Association is *Perth Swing Dance Society Incorporated*

Definitions

2. In these rules, unless the contrary intention appears-
 - "Committee meeting" means meeting referred to in rule 15 (1);
 - "Committee member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);
 - "Corporate Member" means Member as defined within Clause 5B (1) and 5B (2)
 - "financial year" has the meaning given by section 3 (1) of the Act, a reference in that section to-
 - (a) "an incorporated association" or "the association" being construed as a reference to the Association; and
 - (b) "the Committee" being construed as a reference to the Committee;
 - "general meeting" means meeting convened under rule 16;
 - "General Member" means Member as defined within Clause 5A (1) and 5A (2)
 - "Honorary Life Member" means a Member as defined in Clause 5C (1), 5C (2), 5C (3) and 5C(4);
 - "Member" means member of the Association be it General Member, Corporate Member or Honorary Life Member;
 - "ordinary resolution" means resolution other than a special resolution;
 - "special resolution" has the meaning given by section 51 of the Act;
 - "the Act" means the Associations Incorporation Act 2015;
 - "the Association" means the Association referred to in rule 1;
 - "the Chairperson" means-
 - (a) in relation to the proceedings at a Committee meeting or general meeting the person presiding at the Committee meeting or general meeting in accordance with rule 11; or
 - (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10 (1) (a) or, if that person is unable to perform their functions, the Vice Chairperson;
 - "the Committee" means the Committee of Management of the Association referred to in rule 10 (1);
 - "the Secretary" means the Secretary referred to in rule 10 (1) (c);
 - "the Treasurer" means the Treasurer referred to in rule 10 (1) (d);
 - "the Vice-Chairperson" means the Vice-Chairperson referred to in rule 10 (1) (b).

Objects of Association

3. (1) The objects of the Association are-
 - To actively promote swing dancing, its music and culture in Western Australia.*
- (2) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any members of the association, except in good faith in the promotion of those objects or purposes.

Powers of Association

4. The powers conferred on the Association by section 13 of the Act are subject to the following additions, exclusions or modifications-
 - Nil*

Qualifications for membership of Association

5. A (1) General Membership of the Association is open to-
 - Any interested person, subject to rules 5A (2).*
- (2) A person who wishes to become a member shall in such form as the Committee from time to time directs; and
5. B (1) Corporate membership of the Association is open to-
 - Any company, organisation or association with a direct or indirect interest in Swing dance and culture, subject to rules 5B (2) and 5B(3).*
- (2) A company, organization or association who wishes to become a member shall-
 - (a) apply for membership to the Committee in writing-
 - (i) by an owner / manager / chairperson or similar and by both of the Committee members referred to in paragraph (b) ; and
 - (ii) in such form as the Committee from time to time directs; and
 - (iii) agrees to a reciprocal relationship with the Perth Swing Dance Society Incorporated and the company, organisation or association applying as defined in the

agreement in 5 B (2) (a) (i) ; and

(3) The Committee members shall consider each application made under sub rule (2) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

5. C (1) Honorary Life Membership of the Association is open to-
A person who has performed a distinguished service to the association over an extended period of time, subject to rules 5C (2), 5C(3) and 5C(4).

(2) For a person to become an honorary life member they shall-

- (a) be nominated by a Perth Swing Dance Society general, corporate or other honorary life member to the Committee in writing stating the reason for nomination in the form the committee requests.
- (b) have completed at least one term on the Perth Swing Dance Society committee.
- (c) have their application reviewed by the committee for consideration for the validity of the nomination.
- (d) have the nomination accepted by the person being nominated.

(3) The Committee members shall consider each application made under sub rule (2) at a Committee meeting and shall at the Committee meeting or a subsequent Committee meeting accept or reject that application.

(4) Will have their membership fees waived from the membership year nominated and beyond.

Register of members of Association

6. (1) The Secretary shall on behalf of the Association keep and maintain the register of members in accordance with section 53 of the Act and that register shall be stored electronically.

(2) The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 7 (3), 8 (1) or 9 to be deleted from the register of members referred to in sub-rule (1).

Subscriptions of members of Association

7. (1) The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.

(2) Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).

(3) Subject to subrule (4), a member whose subscription is not paid within 1 month after the relevant date fixed by or under subrule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

(4) A member is a financial member for the purposes of these rules if their subscription is paid and their membership is renewed on or before the relevant date fixed by or under subrule (2) or within 1 month thereafter. Or if a person becomes a member for the first time or rejoins at any time during the membership year, their membership will commence from the date of joining.

(5) All memberships expire on the 30th of June, subject to subrule (3).

Resignation of members of Association

8. (1) A member who delivers notice in writing of their resignation from the Association to the Secretary or another Committee member ceases on that delivery to be a member.

(2) A person who ceases to be a member under subrule (1) remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

Expulsion of members of Association

9. (1) If the Committee considers that a member should be expelled from membership of the Association because of their conduct detrimental to the interests of the Association, the Committee shall communicate, either orally or in writing, to the member-

(a) notice of the proposed expulsion and of the time, date and place of the Committee meeting at which the question of that expulsion will be decided; and

(b) particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that member from membership of the Association and shall, forthwith after deciding whether or not so to expel that member, communicate that decision in writing to that member.

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

- (4) A member who is expelled under subrule (2) from membership of the Association shall, if they wishes to appeal against that expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in subrule (3).
- (5) When notice is given under subrule (4)-
- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting, confirm or set aside the decision of the Committee to expel that member; and
 - (b) the member who gave that notice does not cease to be a member unless and until the decision of the Committee-to expel them is confirmed under this subrule.

Committee of Management

10. (1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of-
- (a) a Chairperson;
 - (b) a Vice-Chairperson;
 - (c) a Secretary;
 - (d) a Treasurer; and
 - (e) not less than two other persons,
- all of who shall be members of the Association elected to membership of that Committee at an annual general meeting or appointed under subrule (9).
- (2) At the commencement of the first annual general meeting to be held after the incorporation of the Association under the Act-
- (a) if the Committee consists of an even number of members, half of that number which half; or
 - (b) if the Committee consists of an odd number of members, the integral number of members nearest to, and exceeding, half of that odd number, the members comprised in which integral number, shall be chosen by ballot, shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.
- (3) At the commencement of each successive annual general meeting after the annual general meeting referred to in subrule
- (2), those four Committee members who have served for longer periods than the other Committee members shall cease to be Committee members, but shall be eligible for re-election to membership of the Committee.
- (4) Subject to subrule (5) any member is eligible for election to membership of the Committee if they are
- a. nominated by themselves or another member prior to or at the Annual General Meeting, and
 - b. indicate a willingness to stand for election.
- (5) Subrules (4) and (7) do not apply to or in relation to a person who is eligible for re-election under subrule (2) or subrule (3).
- (6) A person who is eligible for election or re-election under this rule may at the annual general meeting concerned-
- (a) propose or second themselves for election or re-election; and
 - (b) vote for themselves.
- (7) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all members when notice is given to those members of the calling of the annual general meeting at which that election is to be held.
- (8) If the number of persons nominated for election to membership of the Committee does not exceed the number of Vacancies in that membership to be filled-
- (a) the Secretary shall report accordingly to; and
 - (b) the Chairperson shall declare those persons to be duly elected as members of the Committee at the Annual General Meeting concerned.
- (9) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee-
- (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this subrule shall-
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Committee at the next following Annual General Meeting.
- (10) A person holding the positions of chairperson, vice-chairperson, secretary and treasurer cannot be the owner and / or principal of a swing dance school.
- (11) A person is prohibited from sitting on Committee of Management if they:
- (a) are an undischarged bankrupt or their affairs are under insolvency laws;
 - (b) have been convicted of an offence in connection with the promotion, formation or management of a body corporate;
 - (c) have been convicted of an offence involving fraud or dishonesty punishable on conviction by at least three months or more imprisonment; or
 - (d) have been convicted of an offence under Division 3 or section 127 of the Act.
- (12) Where a person is prohibited because they have been conviction of an offence (rule 10(11)(b), 10(11)(c) and 10(11)(d)) they cannot be a committee member for a period of five years from their conviction, except where the conviction resulted in imprisonment, in which case they cannot be a committee member for five years from their release from custody.

Chairperson

11. (1) Subject to this rule, the Chairperson shall preside at all general meetings and Committee meetings.
- (2) In the event of the absence from-
- (a) a general meeting of-
 - (i) the Chairperson, the Vice-Chairperson; or
 - (ii) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting; or
 - (b) a Committee meeting of-
 - (i) the Chairperson, the Vice-Chairperson; or
 - (ii) both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Committee members present, shall preside at the general meeting or Committee meeting, as the case requires.

Secretary

12. The Secretary shall-
- (a) co-ordinate the correspondence of the Association;
 - (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
 - (c) comply on behalf of the Association with-
 - (i) section 53 of the Act in respect of the register of members of the Association;
 - (ii) section 35 of the Act in respect of the rules of the Association; and
 - (iii) section 58 of the Act in respect of the record of the office holders, and any trustees, of the Association;
 - (d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (e) perform such other duties as are imposed by these rules on the Secretary.

Treasurer

13. The Treasurer shall-
- (a) be responsible for the receipt of all moneys paid to or received by, or by them on behalf of, the Association and shall issue receipts for those moneys in the name of the Association;
 - (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
 - (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by two Committee members and or electronic transfers are authorised by two committee members;
 - (d) comply on behalf of the Association with sections 66 and 70 of the Act in respect of the accounting records of the Association;
 - (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
 - (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e);
 - (g) perform such other duties as are imposed by these rules on the Treasurer;
 - (h) provide a annual finance report at the AGM to reflect the financial year of the organisation, being July 1st to June 30th the following year.

Casual vacancies in membership of Committee

14. A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by cognitive, mental, physical or ill health;
 - (e) is absent from more than-
 - (i) 3 consecutive Committee meetings; or
 - (ii) 3 Committee meetings in the same financial year, of which they have received notice without tendering an apology to the person presiding at each of those Committee meetings; or
 - (f) ceases to be a member of the Association.

Proceedings of Committee

15. (1) The Committee shall meet together for the dispatch of business not less than once per quarter and the Chairperson may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an

equality of votes, the person presiding at the Committee meeting shall have a casting vote in addition to their deliberative vote.

(4) At a Committee meeting, attendance of 60% of Committee members constitutes a quorum.

(5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.

(6) A Committee member having any direct or indirect pecuniary interest referred to in section 42 or 43 of the Act shall comply with that section.

General meetings

16. (1) The Committee-
- (a) may at any time convene a special general meeting;
 - (b) shall convene annual general meetings within the time limits provided for the holding of annual general meetings by section 50 of the Act; and
 - (c) shall, within 30 days of-
 - (i) receiving a request in writing to do so from not less than 10% of members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 9 (4), convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.
- (2) The members making a request referred to in subrule (1) (c) (i) shall-
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to-
- (a) in subrule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or
 - (b) in subrule (1) (c) (ii), the member who gave the notice concerned may themselves convene a special general meeting as if they were the Committee.
- (4) When a special general meeting is convened under subrule (3) (a) or (b)-
- (a) the Committee shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to subrule (8), the Secretary shall, via email, give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.
- (6) A notice given under subrule (5) shall specify-
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and the order in which that business is to be transacted.
- (7) In the case of an annual general meeting, the order in which business is to be transacted is-
- (a) first, the consideration of the accounts and reports of the Committee;
 - (b) second, the election of Committee members to replace outgoing Committee members; and
 - (c) third, any other business requiring consideration by the Association in a general meeting.
- (8) The Secretary shall, via email, give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at that general meeting.
- (9) The Secretary may give a notice under subrule (5) or (8) by-
- (a) serving it on a member personally; or
 - (b) sending it by email to a member at the address of the member appearing in the register of members kept and maintained under section 53 of the Act.
- (10) When a notice is sent by email under subrule (9) (b), sending of the notice shall be deemed to be properly effected if the notice is emailed to the current email address that member has supplied.

Quorum in proceedings at general meetings

17. (1) At a general meeting 30 members present in person or by proxy constitute a quorum.
- (2) If within 45 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (8)-
- (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to another time determined by the committee members.
- (3) If within 45 minutes of the time appointed by subrule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- (4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and shall, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- (5) There shall not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- (6) When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice

under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

(a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and

(b) a special resolution put to the vote shall be decided in accordance with section 51 of the Act.

(8) A declaration by the Chairperson at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with subrule (9).

(9) At a general meeting, a poll may be demanded by the Chairperson at the general meeting or by three or more members present in person or by proxy and, if so demanded, shall be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under subrule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under subrule (9) on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

Minutes of meetings of Association

18. (1) The Secretary shall cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, and shall be stored electronically for that purpose.

(2) The Chairperson shall ensure that the minutes taken of a general meeting or Committee meeting under subrule (1) are checked as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered as correct under this rule, they shall, until the contrary is proved, be evidence that-

(a) the general meeting or Committee meeting to which they relate (in this subrule called "the meeting") was duly convened and held;

(b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and

(c) all appointments or elections purporting to have been made at the meeting have been validly made.

Voting rights of members of Association

19. (1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) A member that is a body corporate may appoint in writing a natural person, whether or not they are a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under subrule (2) shall be so made by a resolution of the board or other governing body of the body corporate concerned-

(a) which resolution is authenticated under the common seal of that body corporate; and

(b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under subrule (2) to represent a member which is a body corporate shall be deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

Proxies of members of Association

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

Rules of Association

21. (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 32 and 33 of the Act.

(2) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

Inspection of records, etc. of Association

22. A member may at any reasonable and convenient time inspect the books, documents, records and securities of the Association. A member may be required to provide a statutory declaration setting out the purpose for which they require a copy of the register of members for consideration by the Committee.

Disputes and mediation

23. (1) The grievance procedure set out in this rule applies to disputes under these rules between-

(a) a member and another member; or

(b) a member and the Association; or

- (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (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 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
 - (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (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.

Distribution of surplus property on winding up of Association

24. (1) If upon the winding up or dissolution of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among the members but shall be given or transferred -
- (a) to another association incorporated under the Act; or
 - (b) for charitable purposes which incorporated association or purposes, as the case requires shall be determined by the resolution of the members when authorising and directing the Committee under section 24(3) of the Act to prepare a distribution plan of the surplus property of the association.
- (2) In the event of the winding up or dissolution of the association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

----- End of rules -----