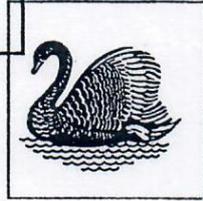


SCANDINAVIAN ASSOCIATION OF W.A.



SCANDINAVIAN ASSOCIATION OF WESTERN AUSTRALIA Inc

Constitution

Rules and Regulations

11 August 2018

Definitions

The Act – Associations Incorporation Act 2015

Commissioner – The Commissioner for Consumer Protection

1 Rules

The title of the Association shall be, THE SCANDINAVIAN ASSOCIATION OF WESTERN AUSTRALIA Inc.

2 Objectives

The objectives of the Association shall be to conserve and promote the interests of its members:

- A. To promote, extend, develop, cultivate and foster the harmonious inter-relationships between Scandinavia and Australia
- B. To promote, produce and hold, or join in promoting, producing and holding such functions as to maintain the traditions of Scandinavia, including National Days.
- C. To obtain or erect and maintain premises for the purpose of providing social and cultural activities for its members.

2.1 Quorum for Committee Meetings

At all meetings of the committee, 3 committee members shall form a quorum.

2.2 Quorum for General Meetings

At the annual general meeting of the Association 75% of the paying members personally present but not less than 10 members will form a quorum.

2.3 Financial Year

The Association's financial year will be the period commencing 1st July and ending on 30th June.

3 Income

All money received for and on behalf of the Association must be deposited in a financial institution as approved by the committee.

- A. All Cheques or bank transfers must be signed or approved by two appointed committee members;
- B. The property and income of the Association must be applied solely towards the promotion of the objectives or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objectives or purposes;
- C. A payment may be made to a member out of the funds of the Association, for:
 - i. The reimbursement of reasonable expenses properly incurred by the member on behalf of the Association; or
 - ii. The payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business.

4 Membership

Members shall be divided into following groups:

- A. Ordinary members shall be such persons, who are over the age of 18 years, have agreed to abide by the rules and have paid the membership fee.
- B. Honorary members shall be such persons as have contributed substantial services in furthering one or more of the Association's objectives. Such members shall be elected by the committee after nomination by the Associations members for s specified term, normally one year or more. Honorary members shall not be required to pay membership.
- C. Life members are honorary members whose term of honorary membership has been extended to last the rest of their lives.
- D. Country membership is members who home address is more than 120 km from Nordic House in Thornlie.

An honorary member and a life member shall not automatically have any right to hold any position in management but shall during the term of honorary membership, be entitled to all the privileges possessed by or accorded to ordinary members of the Association.

The expression of 'Members' hereafter used in the rules shall include all groups of members.

5 Membership Application

Applications for membership shall be made on the on the official membership form.

- A. The Secretary shall upon receipt of this make the applicant's name public in the official medium 'Scanpost', thus giving members an opportunity to recommend or object to the named person becoming a member. If an objection is made it must be done in writing to the committee who shall consider the matter immediately and make a decision for or against. The decision shall be final and binding and shall be communicated to the applicant in writing within two (2) weeks of the note in Scanpost.
- B. Members shall be entitled to attend the Annual General Meeting of the Association and take part in all the deliberations an vote on all questions arising at such meeting
- C. An applicant for membership of the Association becomes a member when:
 - i. The committee accepts the application and
 - ii. The applicant pays the current membership fees
- D. A copy of the rules must be given to all new members of the Association by electronic transmission or providing a hardcopy if requested.
- E. Any member ceasing (by death, resignation, expulsion or non-payment of membership within 6 months as per point 7) to be a members of the Association, shall not, nor shall his representative have any claim upon, or interest in the funds, assets or property of the association.
- F. The rights of a member are not transferable and end when membership ceases.

6 Membership Fees

The membership fee shall be such a sum as the committee with a sanction of a general meeting may decide. The membership fee will become due immediately after acceptance and be payable when the financial year commences 1st July.

- A. A member must pay the annual membership fee to the treasurer or another person authorised by the committee (membership secretary) to accept payments by the due date.
- B. The membership fee for people with pensioner concession cards and for full time students shall be lower than the standard membership fee.

- C. Any member who is entitled to a concession is also entitled to a reduced entrance fee at the Associations functions if so published in writing before or at the above mentioned function.
- D. New members joining and paying after the 1st of February automatically receive membership till the 30th June the following year.

7 Membership in Arrears

If any member shall neglect for 6 months to pay any money due by him or her to the Association, the committee may terminate the membership.

- A. If members do not renew their membership after 6 months they shall get ONE written reminder and thereafter taken off the membership list.
- B. The Secretary must keep a record, for at least one year after a person ceases to be a member, of the date on which the person ceased to be a member; and the reason why the person ceases to be a member.

8 Membership Cancellation

If the committee consider that it is undesirable in the interest of the Association that any member should continue to be a member, such member will be called upon by the committee, through the secretary, to be given the opportunity to show reasons why he/she should not resign. If resignation is agreed it must be within one week.

The committee may consider the case of any such member and it shall be up to the committee to pass a resolution expelling the member or suspending the membership and be informed of this in writing.

9 Membership Register

The Secretary or a person authorised by the Committee from time to time must maintain a register of members and make sure that the register is up to date.

- A. The register must contain:
 - i. The full name of each member
 - ii. A contact postal, residential or email address of each member
 - iii. The date on which the person became a member.
- B. Any change in membership of the Association must be recorded in the register within 28 days after the change occurs.
- C. The register must be kept and maintained at the Secretary's place of residence, or at such other place as the committee decides.
- D. Inspecting the register:
 - i. Any member is able to inspect the register free of charge, at such time and place as is mutually convenient to the Association and the member.
 - ii. A member must contact the Secretary to request to inspect the register
 - iii. The member may make a copy of details from the register but has no right to remove the register for that purpose.
- E. Copy of the register:
 - i. A member may make a request in writing for a copy of the register
 - ii. The committee may require a member who requests a copy of the register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
 - iii. The Association 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.

- F. When using the Information in the register is prohibited:
- i. 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 Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the committee, or
 - c. For any other purpose unless the purpose is directly connected with the affairs of the Association or relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

10 Management

Committee:

- A. The committee members are the persons who, as the management committee of the Association, have the power to manage the affairs of the Association.
- B. Subject to the Act, these rules, the by-laws (if any) and any resolution passed at a general meeting, the committee has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.
- C. The committee must take all reasonable steps to ensure that the Association complies with the Act, these rules and the by-laws (if any).

11 Composition of Committee and duties of members

Committee Members:

- A. The committee members consist of:
 - i. The office holders of the Association; and
 - ii. At least one ordinary committee member.
- B. The committee must determine the maximum number of members who may be ordinary committee members.
 - i. 1-4 ordinary committee members.
- C. The following are the office holders of the Association:
 - i. The president;
 - ii. The vice president;
 - iii. The secretary;
 - iv. The treasurer.

President / Vice-President

The President / Vice-President have the following duties:

- a. To act as Chairperson of committee meetings and general meetings;
- b. It is the duty of the chairperson to consult with the secretary regarding the business to be conducted at each committee meeting and general meeting;
- c. The chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.

Secretary

The Secretary has the following duties:

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

Treasurer

The treasurer has the following duties:

- a. ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- b. ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the committee;
- c. ensuring that any payments to be made by the Association that have been authorised by the committee or at a general meeting are made on time;
- d. ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- e. ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- f. if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- g. if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- h. providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- i. Carrying out any other duty given to the treasurer under these rules or by the committee.

Committee Member

- A. A person may be a committee member if the person is:
 - i. An individual who has reached 18 years of age; and
 - ii. An ordinary member.
- B. No person shall be entitled to hold a position on the committee if they are:
 - i. A person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - ii. A person who has been convicted of, or imprisoned, within or outside the State, in the previous 5 years for:
 - an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - an offence under Part 4 Division 3 or section 127 of the Act
- C. A person must not hold 2 or more of the offices mentioned in rule (11) (C) at the same time.

12 Remuneration of Committee members

The Association may pay a committee member for any out-of-pocket expenses for travel and accommodation properly incurred:

- i. In attending committee meetings or sub-committee meetings:
- ii. In attending any general meeting of the Association and
- iii. In connection with the Association's business.

A. Committee members must not receive any remuneration for their services.

13 Committee Meetings

Meetings of the committee:

- A. The committee shall after any Annual General Meeting and at their first Management meeting following, appoint amongst the nominated committee members a President/Chairperson, Vice-President/Vice-Chairperson, a Treasurer and Secretary and these shall hold their office for 1 year or until the appointment of their respective successors.
 - i. In the event of any vacancies in the executive committee, the committee shall at its next meeting appoint a replacement from the pool of the committee members. If there are no other free committee members in the pool, the committee will ask for nominations amongst the Associations members.
 - ii. The immediate past President/Chairperson may on request be available to the new committee as an advisor for 1 year without attending the committee meetings. This person will carry no vote.
 - iii. In the event of no President, the committee can name an acting Chairperson to chair the committee meetings to validate any decisions.
- B. The committee shall meet at such times as they may decide, usually 6-7 times per year:
 - i. A committee meeting can be convened by the secretary at any time on the request of any 2 members of the committee given 3 days' notice and citing the reasons why.
 - ii. Any financial members of the Association may be present at the committee meetings after written request (appropriate and relevant issues) to the President/Chairperson giving 7 days' notice stating the reasons for such a request. If the President/Chairperson decides to refuse such request, his or her reason must be given to the member and the committee in writing. The visiting member has no vote.
 - iii. 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.
 - iv. A member who participates in a committee meeting as allowed under sub rule (B??)(iii) 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.
- C. At all meetings of the committee, 3 committee members shall form a quorum. The President/Chairperson shall preside at all such meetings and in his or hers absence the Vice President/Vice Chairperson will be the acting president/chairperson to validate any act done.
- D. Appointment of sub committees
 - i. The committee may appoint one or more sub-committees as considered appropriate by the Committee from time to time to assist with the conduct of the Associations operations
 - ii. Sub-committees may comprise (in such numbers as the Committee determines) Members and non-members.

- iii. Subject to rule 10 (A) and 10(B), the sub-committee members present at the subcommittee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.
- E. Delegation by Committee to sub committees
- i. The committee may delegate in writing, to any or all of the sub committees any authority or power or functions and may cancel any authority, power and functions as the Committee sees fit from time to time.
 - ii. Any such delegate and sub-committee shall report back to the executive committee at all times.
- F. The committee shall conduct and manage all the business and affairs of the Association and may carry out and exercise all and any of the objectives of the Association. Without in any way limiting the general powers herein the committee may frame such by laws as they deem necessary for the purpose of the Association. Without limiting the scope of any other clause of the regulations, but subject to the last paragraph of this clause, the committee's power shall include the rights to:
- i. Enter into any contracts for the supply of goods and/or services to the Association or its members and to relinquish, vary or discharge any such contracts.
 - ii. Pay and discharge all just debts and liabilities, and at their discretion to defend any action or threatened action and to appeal against any charges or assessments. All accounts to be discussed at meetings.
 - iii. Unless acting under a special resolution of the members, the committee shall not be authorised to borrow money or incur debts or liabilities on behalf of or in the name of the Association to a greater amount than two and half thousand (2500) dollars. In the event of the committee exceeding this limitation, they shall be jointly liable without any resource what so ever against the property of the Association or its members.

14 Notices

A notice or other communication connected with these rules has no legal effect unless it is in writing and given as follows:

- i. delivered by hand to the nominated address of the addressee; or
- ii. sent by post to the nominated postal address of the addressee; or
- iii. sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address or the addressee.

15 Annual General Meetings

An annual general meeting shall be held within 4 months of 30 June of each year. All classes of members and honorary members shall be entitled to attend such meeting.

- A. The Secretary must give notice of general meeting as follows;
- i. 14 days' notice of a general meeting to each member or
 - ii. 21 days' notice to each member if a special resolution is proposed to be moved at the general meeting.
 - iii. The notice convening a general meeting must specify the place, date and time of the meeting and the particulars and order of the business to be conducted at the meeting.
- B. At the annual general meeting the President/Chairperson's report and duly audited financial statements shall be submitted to the meeting and the position of President/Chairperson declared vacant. At the AGM there may also be transacted such business as the retiring committee may bring forward.
- C. An election of a least 4 (executive committee) maximum 8 (1-4 ordinary committee members) shall take place. The retiring President/Chairperson and all committee members shall be eligible for re-election if they so desire.

- D. Any business to confirm or vary the entrance fees, subscriptions and other amounts (if any) to be paid by members is to take place at an annual general meeting.
- E. At the annual general meeting of the Association 75% of the paying members personally present but not less than 10 members will form a quorum.
- F. Proxies
- i. Each member is entitled to appoint in writing a natural person who is also a member of the Association to be the member's proxy, and to attend and vote on the member's behalf at any general meeting of the Association.
 - ii. Written notices of the proxy must be given to the Secretary before the commencement of the meeting.
 - iii. If the persons nominated exceed in number the positions to be filled, the election shall be done by ballot.
- G. The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- i. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
 - ii. In addition, the minutes of each annual general meeting must record —
 - (a) the names of the ordinary members attending the meeting; and
 - (b) any proxy forms given to the chairperson of the meeting; and
 - (c) the financial statements or financial report presented at the meeting
 - iii. The minutes must record the financial statements or financial report presented at the meeting
 - iv. The minutes of a general meeting must be entered in the Association's minute book within 30 days after the meeting is held
 - v. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (a) The meeting to which the minutes relate was duly convened and held; and
 - (b) The matters recorded as having taken place at the meeting took place as recorded; and
 - Any election or appointment purportedly made at the meeting was validly made.
 - vi. The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
 - (a) The chairperson of the meeting or
 - (b) The chairperson of the next general meeting.

16 Special General Meeting

Special general meetings:

- A. The committee may convene a special general meeting.
- B. The committee must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.
- C. The members requiring a special general meeting to be convened must;
- i. Make the requirement by written notice given to the secretary; and
 - ii. State in the notice the business to be considered at the meeting; and
 - iii. Each signs the notice.
- D. The special general meeting must be convened within 28 days after notice is given under subrule 16C.(i).

- E. At special general meeting of the Association 75% of the paying members personally present but not less than 10 members will form a quorum.
- F. No member whose fee are in arrears for more than 30 days shall be entitled to vote or take active part in such meeting
- G. In case of equality of votes the President shall have the casting vote in addition to his/her vote as a member.

17 Making decisions at general meetings

A special resolution must be moved at a general meeting where notice of the special resolution has been given.

- A. A special resolution of the Association is required to:
 - i. Amend the name of the Association
 - ii. Amend the rules
 - iii. Affiliate the Association with another body
 - iv. Transfer the incorporation of the Association
 - v. Amalgamate the Association with one or more other incorporated Associations
 - vi. Voluntarily wind up the Association
 - vii. Cancel the incorporation; and
 - viii. Request that a statutory manager be appointed
- B. Notice of special resolution must:
 - i. Be in writing
 - ii. Include the place, date and time of the meeting
 - iii. Include the intention to propose a special resolution
 - iv. Set out the wording of the proposed special resolution; and
 - v. Be given in accordance with notices subrule 14.
- C. When a special resolution amending the rules is passed the required documents must be lodged with the Commissioner within:
 - i. One month after the special resolution is passed; or
 - ii. A longer period as the Commissioner may allow.
- D. An amendment to the rules does not take effect until the required documents are lodged with the Commissioner.

18 Use of Common Seal

If the Association has a common seal on which its corporate name appears in legible characters:

- i. the secretary must provide for its safe custody and
- ii. it must only be used under resolution of the Committee

The Association executes a document with its common seal, if the fixing of the seal is witnessed by any two office holders

Every use of the common seal must be recorded in the committee minutes

19 Resolving Disputes

Disputes arising under the rules

- A. This rule applies to:
 - i. Disputes between members
 - ii. Disputes between the Association and one or more members and that arise under the rules or relate to the rules of the Association.
- B. In this rule 'member' includes any former member whose membership ceased not more than six months before the dispute occurred.
- C. The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- D. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- E. The Secretary must convene a Committing meeting within 28 days after the Secretary receives notice of the dispute under rule (19E) for the committee to determine the dispute
- F. At the committee meeting to address the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- G. The Secretary must inform the parties to the dispute of the committee's decision and the reasons for the decision within 7 days after the committee meeting referred to in rule (19G).
- H. If any party to the dispute is dissatisfied with the decision of the committee they may elect to initiate further dispute resolution procedures as set out in the rules.

20 Mediation

Disputes arising under the rules

- A. This rule applies:
 - i. Where a person is dissatisfied with a decision made by the committee under rule 19H; or
 - ii. Where a dispute arises between a member or more than one member and the Association and any party to the dispute elects not to have the matter determined by the committee.
- B. Where the dispute relates to a proposal for the suspension or expulsion of a member this rule does not apply until the procedure under rule 8 in respect of the proposed suspension or expulsion has been completed.
- C. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 19D or a party to the dispute is dissatisfied with a decision made by the committee under rule 19H a party to a dispute may;
 - i. Provide written notice to the secretary of the parties to and the details of, the dispute:
 - ii. Agree to, or request the appointment of, a mediator.
- D. The party, or parties requesting the mediation must pay the costs of the mediation
- E. The Mediator must be;
 - i. A person chosen by agreement between the parties; or
 - ii. In the absence of agreement:
 - iii. If the dispute is between a member and another member – a person appointed by the committee; or
 - iv. If the dispute is between a member or more than one member and the Association, the committee or a committee member then an independent person who is a mediator appointed to, or employed with, a not for profit organization.
- F. A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.
- G. The parties to the dispute, in good faith, attempt to settle the dispute by mediation

- H. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- I. The mediator in conducting the mediation must;
 - i. Give the parties to the mediation process every opportunity to be heard;
 - ii. Allow all parties to consider any written statement submitted by any party; and
 - iii. Ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- J. The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties during the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute

21 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

22 Winding up or Dissolution

The Association may be wound up by a special resolution to be passed at an extraordinary meeting specially summoned for this purpose, for which notice must be given to all members at least fourteen (14) days in advance.

At an extraordinary meeting called for that purpose may by the consent of 75% of members voting, agree to dissolve the Association.

If such resolution is confirmed by a similar majority at a subsequent extraordinary meeting held not less than 21 days or more than 60 days thereafter the Association shall be thereupon dissolved.

The Association may cease its activities and have its incorporation cancelled in accordance with the Act.

- A. If the members resolve by special resolution that the Association will cease to exist it will:
 - i. Apply to the commissioner for cancellation of its incorporation; or
 - ii. Appoint a liquidator to wind up its affairs.
- B. The Association must be wound up under rule 22 (A) and part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
- C. Upon cancellation of the Association, the surplus property must only be distributed to one or more of the following:
 - i. An incorporated Association under the Act
 - ii. A body corporate that at the time of the distribution is the holder of a license under the charitable collections legislation in Western Australia
 - iii. A company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001 (Commonwealth)*
 - iv. A company holding a license that continues in force under section 151 of the *Corporations Act 2001 (Commonwealth)*
 - v. A body corporate that:
 - a. Is a member or former member of the Association; and
 - b. At the time of the surplus property is distributed, has rules that prevent the property being distributed to its members;
 - vi. A trustee for a body corporate referred to in rule 22(C)(v); or

- vii. A co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined by the Act.

23 Interpretation of Rules

If any question shall arise as to the construction of the rules, the same shall be determined by the committee and the decision of the committee shall be final