

**CLIMBERS ASSOCIATION OF WESTERN AUSTRALIA INCORPORATED
RULES (v. 26 May 2017, approved at AGM 21 Jun 2107)**

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1 NAME

The name of the Association is Climbers Association of Western Australia (CAWA).

2 INTERPRETATION

This document is to be interpreted using the definitions, principles of construction and other provisions contained in rule 12.

3 OBJECTS, POWERS AND RESTRICTIONS

3.1 Objects

The objects of the Association are to:

- (a) promote and develop Rock Climbing, especially in Western Australia;
- (b) protect and promote the interests of Rock Climbers in Western Australia;
- (c) provide an institution for Rock Climbers to meet;
- (d) formulate and publish guidelines which the Association will promote as desired conduct by Rock Climbers, and will encourage Members and other Rock Climbers to adopt; and
- (e) encourage groups with similar objects to affiliate with the Association.

3.2 Powers

Subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

3.3 Not for Profit

The property and income of the Association must be applied solely towards promoting 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 Member, except in good faith in promoting those objects or purposes.

4 MEMBERSHIP

4.1 General Provisions

- (a) There are six classes of membership: Full, Life, Associate, Youth, Family, and Non-Metro.
- (b) Membership fees for the various classes of membership shall be determined by the Committee, and published on the Association's website.
- (c) A person becomes a Full, Youth, Family, or Non-Metro Member when:
 - (i) the Membership fees required for the person are accepted by the Treasurer, Secretary or Committee; and
 - (ii) a receipt or membership card is issued in relation to the fees specified in rule 4.1(c)(i).
- (d) A person or organisation becomes a Life or Associate Member when:
 - (i) the Committee passes a resolution under rule 4.4 or 4.5; and
 - (ii) any conditions of the resolution or relevant conditions of these Rules have been fulfilled.
- (e) Membership (other than Life) expires on the last day of June each year.
- (f) Membership is terminated by:
 - (i) the Member giving the Committee notice of resignation;
 - (ii) the Member ceasing to be a financial Member pursuant to rule 4.1(e); or

- (iii) a resolution of the Committee given under rule 7.18.
- (g) No Membership rights or obligations are transferable to any other person or organisation.
- (h) The Committee may determine whether or not a person has appropriate interest or climbing experience to become a Member of the Association, however if the Committee has approved a person becoming a Member, the Committee will be deemed to have considered the person of appropriate interest or climbing experience.
- (i) A person or organization may hold only one class of Membership.

4.2 Register of Members

- (a) The Secretary must maintain a Register of Members and ensure that the Register is up to date.
- (b) The Register must contain:
 - (i) the full name of each Member;
 - (ii) a contact postal, residential or email or other electronic address of each Member;
 - (iii) the class of Membership held by the Member; and
 - (iv) the date on which the person became a Member.
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Secretary's place of residence, or at such other place or online repository as the Committee decides.
- (e) 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. A Member must contact the Secretary to request to inspect the Register. The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.
- (f) A Member may make a request in writing for a copy of the Register. The Committee may require a Member who makes such a request 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. 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.
- (g) A Member must not use or disclose the information on the Register:
 - (i) 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);
 - (ii) 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
 - (iii) 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.

4.3 Full Membership

- (a) Natural Persons aged 18 years or over, with appropriate interest or climbing experience, are eligible to become Full Members.
- (b) A Full Member is entitled to:
 - (i) speak and vote at every General Meeting;
 - (ii) be informed of how to obtain free online access to every Association newsletter and communication to Members issued during their Membership;
 - (iii) upon their first joining the Association, be informed of how to obtain free online access to the Association's Rules;

- (iv) attend every Committee Meeting, after prior informing the Secretary, but is not entitled to speak at a Committee Meeting without the Chair's approval; and
- (v) such other entitlements as the Committee determines.

4.4 Life Membership

- (a) A Life Member is deemed to be a Full Member for the remainder of their life, unless their Membership is terminated under rule 7.18.
- (b) A Life Member need no longer pay membership fees, and is entitled to all the benefits of a Full Member.
- (c) The Committee may recommend a Life Membership be given to any Natural Person who has provided outstanding service to the Association for at least 5 years. The Committee's recommendation may be ratified (and is only effective when so ratified) by Ordinary Resolution of Members in a General Meeting.

4.5 Associate Membership

- (a) Associate Membership may be granted to any Natural Person or organisation considered suitable by the Committee.
- (b) Associate Members are not entitled to vote at Association meetings.
- (c) Apart from rule 4.5(b), the conditions of each Associate Membership, and rights of each Associate Member, shall be determined by the Committee, and written notice of those conditions and rights will be provided to the Associate Member and published in the next Association newsletter or on the Association's website.

4.6 Youth Membership

- (a) Natural Persons aged under 18 years with appropriate interest or climbing experience, and with their parent's or guardian's written consent, are eligible to become Youth Members.
- (b) A Youth Member is entitled to:
 - (i) Speak at every General Meeting, but is not entitled to vote;
 - (ii) be informed of how to obtain free online access to every Association newsletter and communication to Members issued during their Membership;
 - (iii) upon their first joining the Association, be informed of how to obtain free online access to the Association's Rules; and
 - (iv) such other entitlements as the Committee determines.

4.7 Family Membership

- (a) A Family Membership is available to two or more applicants, all of whom ordinarily reside at the same address, each of whom have appropriate interest or climbing experience, and where each applicant is related to at least one other applicant in the following manner:
 - (i) legal or de facto spouse or partner;
 - (ii) sibling;
 - (iii) parent or grandparent or legal guardian; or
 - (iv) child or grandchild or ward of a guardian.
- (b) If an applicant and any eligible related person as listed in rule 4.7(a) wish to become Family Members, they must provide such information as requested by the Committee in relation to each applicant wishing to become a Family Member.
- (c) Each person within one Family Membership has the same entitlements as if s/he were a Full Member, except that no Family Member is entitled to vote unless he or she is 18 or more years of age.

4.8 Non-Metro Membership

- (a) Natural Persons who ordinarily reside outside of the Perth Metro Area, and have appropriate interest or climbing experience, are eligible to become Non-Metro Members.
- (b) Non-Metro Members who ordinarily reside within Western Australia have the same entitlements as Full Members.
- (c) Non-Metro Members who ordinarily reside outside of Western Australia have the same entitlements as Full Members, except that there are separate Membership fees (which are determined by the Committee pursuant to rule 4.1(b)).

5 MEETINGS

5.1 Types of Meetings

- (a) There are two types of meetings of Members: General Meetings and Informal Meetings.
- (b) The Association is not bound by any conduct or decisions made during an Informal Meeting.
- (c) General Meetings are meetings convened in accordance with rules 5.2 to 5.6.
- (d) Informal Meetings include any other gathering organised by the Association. Informal Meetings include, but are not limited to, Association-organised dinners, barbecues, trips, climbing competitions, crag crashes, picnics, instructional courses, film nights and working bees.

5.2 Calling General Meetings

General Meetings may be called by:

- (a) the Committee; or
- (b) the Secretary, after having received a request in accordance with the following:
 - (i) At least five Members or ten percent of the current number of Full Members plus other Members having the same entitlements as Full Members, whichever is the greater, may request the Secretary to call a General Meeting. The request must be in writing and must specify the business proposed to be addressed at the General Meeting.
 - (ii) Once the Secretary has received such a request, s/he must, within seven days, arrange for a General Meeting to be held within 21 days of receiving the request, and provide notice pursuant to rule 5.3.

5.3 Notice of General Meetings

- (a) Written notice must be given to each Member at least 14 days before each General Meeting.
- (b) A notice given under rule 5.3(a) must contain the following information:
 - (i) the date on which the General Meeting is to be held;
 - (ii) the time and location of the General Meeting; and
 - (iii) a brief summary of the business that is intended to be addressed at the General Meeting.

5.4 Conduct of General Meetings

- (a) General Meetings must be chaired by the President, or in the President's absence a member of the Committee that has the Committee's approval (if no formal approval has been reached, the approval of the majority of the Committee Members present at the General Meeting is sufficient).
- (b) If there are no Committee Members present at a General Meeting, the meeting must be chaired by a Member who has been selected in the following manner:
 - (i) if only one Member wishes to chair the meeting, that Member may be the Chair of the meeting;
or

- (ii) if more than one Member wishes to chair the meeting, the Member with the greatest support of Members present may be the Chair. In the event of a tie, the longest serving Member may be the Chair of the meeting.
- (c) All Members have speaking rights at General meetings, subject to any determination made under rule 4.5(c) for Associate Members. Non-Members have speaking rights only with the permission of the Chair.
- (d) Normally, Members are deemed present at a General Meeting if they are physically present at the place of the meeting. The Committee may determine, from time to time, to allow presence of Members at a General Meeting via video-link or similar technology.

5.5 Quorum for General Meetings

- (a) No item of business can be transacted at a General Meeting unless a quorum is present.
- (b) The quorum for a General Meeting is either 25 percent of Members with voting rights who also reside in the Perth Metro Area, or 50 Members with voting rights who also reside in the Perth Metro Area, whichever number is smaller. The place of residence is defined according to the information stored in the Register of Members.
- (c) If, within half an hour after the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a Special General Meeting, the meeting lapses; or
 - (ii) in the case of an AGM, the meeting may be adjourned and, if so, all Members must be informed as soon as reasonably practical of the new time, date and location. If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

5.6 Annual General Meeting

- (a) At least one General Meeting is to be held every year (to be known as the Annual General Meeting, and may also be known as the AGM).
- (b) The AGM must be held within six months after the end of the Association's Financial Year.
- (c) The business at the AGM must include:
 - (i) confirmation of the Minutes to the last preceding AGM and any General Meeting held since then;
 - (ii) receive reports from the Committee as to the activities of the Association since the previous AGM;
 - (iii) receive from the Treasurer Financial Statements or a Financial Report about the preceding Financial Year as required by the Act and about the period between the end of the preceding Financial Year and the date of the AGM and a report as to all the assets and liabilities of the Association;
 - (iv) election of positions on the Committee for the next year, pursuant to rule 6.3; and
 - (v) appoint an Auditor to audit the accounts of the Association, in accordance with rule 8.5.

6 MANAGEMENT

6.1 Committee to Manage Association

- (a) The Committee, subject to any act of parliament or law, and these Rules, and any resolution of a General Meeting:
 - (i) must control and manage the affairs of the Association;
 - (ii) may exercise all such powers and functions of the Association other than those powers and functions that these Rules require to be exercised by a General Meeting of Members; and

- (iii) has the power, subject to rule 3, to perform all acts as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.
- (b) The Committee is bound by any resolution passed at a General Meeting.

6.2 Voting

Upon any motion put at a General Meeting, and in a ballot during elections, voting is conducted as follows:

- (a) No person under 18 years of age is permitted to vote;
- (b) Only Full Members and other Members having the same entitlements as Full Members at the time of the meeting are permitted to vote, and each Member permitted to vote has one vote only;
- (c) Members may only vote if they are in financial good standing with the Association and their name appears in the Register at the date that the notice of the General Meeting was sent out.
- (d) Each Member who is entitled to vote is entitled to appoint in writing a Natural Person who is also a Member of the Association and entitled to vote, to be the Member's proxy, and to attend and vote on the Member's behalf at any one General Meeting of the Association. Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed. No Member may hold more than five proxies.
- (e) If the vote is for an election, the Candidate or nominee with the greatest number of votes is elected. In the event of a tie, the Chair must exercise a further (casting) vote in addition to the Chair's normal (deliberative) vote. The outcome is decided in favour of the Chair's casting vote.
- (f) If the vote is in relation to an Ordinary Resolution, the resolution is carried if it has a greater number of votes "for" than "against". In the event of a tie, the resolution is not carried.
- (g) The Chair must declare the outcome of any vote, and this outcome must be recorded in the minutes recorded pursuant to rule 6.5(a). The number or proportion of the votes recorded in favour of or against a resolution does not need to be recorded.

6.3 Elections

Elections for positions on the Committee may only be held during a General Meeting, and are to be conducted in accordance with this rule 6.3.

- (a) A person must be nominated and seconded, and must accept the nomination, before this person is eligible to be elected (and is then known as a "Candidate"). The Candidate must be a Full Member or other Member having the same entitlements as a Full Member, and must be over 18 years of age at the planned date of the election. The nominator and the seconder must both be Members, but cannot be the same person. Full Members or other Members having the same entitlements as Full Members may nominate themselves.
- (b) Nominations must be made in writing and given to the Secretary before the meeting, unless rule 6.3(c) applies.
- (c) Nominations may be taken orally at the meeting if at least half of the Members present who are entitled to vote agree.
- (d) Candidates are nominated for the positions of President, Vice President, Treasurer, Secretary, and the six ordinary Committee positions; Candidates are subject to the selection criteria set out in rule 7.3.
- (e) If there is only one Candidate for any position, that Candidate is deemed to be elected to that position.
- (f) If there are six or less Candidates for the ordinary Committee positions, the Candidates are deemed elected, and the remaining ordinary Committee positions are deemed vacant.
- (g) In all other circumstances, a ballot must be conducted in the usual and proper manner, at the direction of the outgoing Committee, and in accordance with rule 6.2.
- (h) Candidates may vote for themselves.

6.4 Representation of the Association

- (a) No Member, other than the President, may communicate with any person or organisation on behalf of the Association (or give the impression they are acting on behalf of the Association), unless with the written prior approval of the President or the Committee.
- (b) Committee Members are deemed to have the Committee's prior approval to answer enquires relating to Membership, unless the Committee expressly decides otherwise.

6.5 Records

- (a) Minutes of resolutions and proceedings at every General Meeting must be taken, and are the responsibility of the Secretary.
- (b) The minutes for the previous 12 months of every Committee Meeting and every General Meeting must be available to Members at every General Meeting.
- (c) The minutes of Committee Meetings may be inspected by a Member unless the Committee determines that the minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting, are not to be available for inspection.

6.6 Returning the Books of the Association

Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Committee as soon as reasonably practicable after ceasing to be a Committee Member.

6.7 Amendments to the Rules and Change to the Name of the Association

- (a) These Rules, or the name of the Association, may be altered only by a Special Resolution.
- (b) Notice of motion to amend these Rules or change the name of the Association must be lodged with the Secretary at least 21 days prior to the date of the General Meeting at which the motion will be put.

6.8 Cancellation and Distribution of Surplus Property

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that the Association 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 6.8(a)(ii) 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 licence 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 (Cwth)*;
 - (iv) a company holding a license that continues in force under section 151 of the *Corporations Act 2001 (Cwth)*;
 - (v) a body corporate that is a Member or former member of the Association and at the time 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 6.8(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 in that Act.

6.9 Special Resolutions

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under rule 5.3.
- (b) 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 incorporation; or
 - (viii) request that a statutory manager be appointed.
- (c) Notice of a 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 rule 12.4.
- (d) If notice is not given in accordance with rule 6.9(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

7 COMMITTEE

7.1 Title of the Committee

The Committee is formally known as the Management Committee of the Climbers Association of Western Australia.

7.2 Composition

- (a) The Committee has a maximum of 10 positions: President, Vice President, Treasurer, Secretary, and six ordinary Committee positions. All holders of Committee positions must be Full Members of the Association or other Members having the same entitlements as Full Members.
- (b) Holders of Committee positions are known in these Rules as Committee Members.

7.3 Selection

- (a) All Committee positions must be declared vacant during the AGM, and elections are held to select a person for each position. All retiring Committee Members are eligible for re-election.
- (b) If, at any time other than elections, a position other than President is vacant:
 - (i) Provided that rule 7.3(b)(ii) does not apply, the Committee may appoint a Full Member or other Member having the same entitlements as a Full Member to the vacant position.
 - (ii) A Committee may only use the power of appointment in rule 7.3(b)(i) four times during its

lifetime. If a Committee wishes to fill a vacant position after four appointments have already been made, the position must be filled by an election in accordance with rule 6.3.

- (c) If, at any time other than elections, the position of President is vacant:
 - (i) the Vice President is automatically appointed Acting President, and has all the powers of President;
 - (ii) the Committee must, within 60 days, call a General Meeting to have the appointment ratified by Ordinary Resolution; and
 - (iii) If the appointment is not ratified, an election must be held for the position of President in accordance with rule 6.3.
- (d) No person shall be entitled to hold more than one of the Committee positions set out in rule 7.2, excluding the positions of Acting President and Acting Treasurer, at any given time.
- (e) Unless the person has obtained the consent of the Commissioner, 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:
 - (i) An indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) An offence under Part 4 Division 3 or section 127 of the Act.
- (f) 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.

7.4 Committee Meetings

- (a) A meeting of the Committee must occur at least once every two months.
- (b) Oral or written notice of a Committee Meeting must be given to every Committee Member at least 48 hours prior to each Committee Meeting. This is the responsibility of the Secretary.
- (c) Notice of meeting given under rule 7.4(b) must specify the proposed business of the meeting.
- (d) Meetings of the Committee may be called by:
 - (i) the President; or
 - (ii) the Secretary, after having received written request from at least two Committee Members. The written request must specify the business to be addressed at the meeting. Once the Secretary has received such a request, s/he must arrange for a Committee Meeting to be held within fourteen days, and provide notice pursuant to rule 7.4(b).
- (e) Any five members of the Committee constitute a quorum for the Committee, and no business may be transacted by the Committee unless a quorum is present.
- (f) If, within half an hour after the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same time, day and place in the following week, or otherwise within 10 days if agreed by the Committee Members present.
- (g) If at a meeting adjourned under rule 7.4(f) a quorum is not present within half an hour after the time appointed for the meeting, the Committee Members present will constitute a quorum.
- (h) If the Committee Members present in person at the place of the Committee Meeting agree, other Committee Members may be deemed present at the Committee Meeting if they participate via telephone or other electronic means.
- (i) The Chair at Committee Meetings is the President; or in the President's absence, the Vice- President; or, in the absence of both, such other person as the Committee determines.

- (j) Only Committee Members are entitled to speak and vote at Committee meetings, however the Chair may permit other people to speak at Committee Meetings.

7.5 General Roles and Responsibilities of Committee Members

- (a) The Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.
- (b) 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. A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- (c) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member, or improperly use his or her position to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (d) A Committee Member having any material personal interest in a matter being considered at a Committee meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
 - (iii) not be present while the matter is being considered at the Committee meeting or vote on the matter.
- (e) Rule 7.5(d) does not apply in respect of a material personal interest that:
 - (i) exists only because the Committee Member belongs to a class of persons for whose benefits the Association is established; or
 - (ii) the Committee Member has in common with all, or a substantial proportion of, the Members of the Association.
- (f) The Secretary must record every disclosure made by a Committee Member under rule 7.5(d) in the minutes of the Committee meeting at which the disclosure is made.

7.6 President

The President:

- (a) Must carry out functions on behalf of the Association as required by rules 5.4(a), 6.4(a), 7.4(d)(i), 7.4(i) and 8.3(c);
- (b) May call meetings of the Committee;
- (c) May preside as Chair of General Meetings and Committee Meetings;
- (d) Must, when acting as Chair of General Meetings and Committee Meetings, consult with the Secretary regarding the business to be conducted at the meeting;
- (e) Must, when acting as Chair of General Meetings and Committee Meetings, ensure that the minutes of the meeting are reviewed and signed as correct; and
- (f) Must perform any other duties as are imposed by the Rules or the Association on the President.

7.7 Vice President

The Vice President:

- (a) Must carry out the functions of the President in the President's absence pursuant to rule 7.3c;
- (b) Must carry out functions on behalf of the Association as required by rules 7.3(c)(i) and 8.3(c);

- (c) May preside as Chair of General Meetings and Committee Meetings in the President's absence; and
- (d) Must perform any other duties as are imposed by the Rules or the Association on the Vice President.

7.8 Secretary

The Secretary must:

- (a) Co-ordinate the correspondence of the Association;
- (b) Convene General Meetings and Committee meetings, including preparing the notices of meetings and of the business to be conducted at each meeting, and consult with the Chair of each meeting about the business to be conducted at the meetings;
- (c) Keep and maintain in an up to date condition the Rules of the Association;
- (d) Maintain the Register of the Members;
- (e) Maintain the record of office holders of the Association, unless the Committee has authorized another person to do this pursuant to rule 7.10(a);
- (f) Ensure the safe custody of the Books of the Association, except those that are determined by the Committee to be the responsibility of the Treasurer;
- (g) Keep full and correct minutes of Committee Meetings and General Meetings; and
- (h) Perform any other duties as are imposed by the Rules or the Association on the Secretary.

7.9 Treasurer

The Treasurer must:

- (a) Ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
- (b) Ensure the payment of all moneys referred to in rule 7.9(a) into the account or accounts of the Association as the Committee may from time to time direct;
- (c) Ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Committee;
- (d) Ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
- (e) Ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association and any other Books of the Association that are required by the Committee to be the responsibility of the Treasurer;
- (f) If the Association is a Tier 1 Association, coordinate the preparation of the Financial Statements of the Association prior to their submission to the AGM of the Association;
- (g) If the Association is a Tier 2 Association or Tier 3 Association, coordinate the preparation of the Financial Report of the Association prior to its submission to the AGM of the Association;
- (h) Assist the Auditor in performing their functions; and
- (i) Perform any other duties as are imposed by these Rules or the Association on the Treasurer.

7.10 Record of Office Holders

- (a) The Secretary or a person authorized by the Committee from time to time must maintain a record of office holders.
- (b) The record of the office holders must include:
 - (i) the full name of each office holder;
 - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (iii) a current contact (postal, residential or email address) of each office holder.

- (c) The record of office holders must be kept and maintained at the Secretary's place of residence, or in such other place or secure electronic repository as the Committee decides.
- (d) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Association and the Member. The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

7.11 Resolutions of the Committee by Circulation

- (a) The Committee may approve a resolution by email circulation on the Committee Members' CAWA email accounts.
- (b) A resolution by circulation is deemed approved when the Secretary has received emails (each circulated to the whole Committee) approving the resolution from the number of Committee Members which would represent a quorum at a Committee meeting. The Secretary's own email approval may count as one of the emails required to achieve quorum.
- (c) A resolution by circulation must be listed in the business to be discussed in the Notice of the next following Committee meeting, and recorded in the minutes of that Committee Meeting.

7.12 Committee Membership and Attendance

- (a) If a Committee Member, without reasonable excuse (as determined by the Committee), fails to attend either:
 - (i) two consecutive Committee Meetings; or
 - (ii) four Committee Meetings during the life of that current Committee,
 and that Committee Member has received notice of the meetings in accordance with rule 7.4(b), the Committee Member's position may be declared vacant by the Committee if it sees fit.
- (b) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:
 - (i) Dies;
 - (ii) Ceases to be Member;
 - (iii) Becomes disqualified from holding a position under rule 7.3(e) or (f) as a result of bankruptcy or conviction of a relevant criminal offence;
 - (iv) Becomes permanently incapacitated by mental or physical ill-health; or
 - (v) Resigns from office.

7.13 Voting of Committee

Matters arising at any Committee Meeting must be decided by vote as follows:

- (a) Each Committee Member present has one vote only and must vote either for or against every motion, unless disqualified pursuant to rule 7.5(d);
- (b) If the vote is in relation to a motion, the resolution is carried if it has more votes "for" than "against";
- (c) If the Committee determines that a decision is necessary (e.g.: a choice between two persons for a position) and the vote is a tie, the Chair must exercise a further (casting) vote in addition to the Chair's normal (deliberative) vote. The outcome is decided in favour of the Chair's casting vote; and
- (d) A written record must be kept of every resolution passed by the Committee.

7.14 Appointment of Sub-Committee

- (a) 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 Association's operations.
- (b) Sub-committees may comprise (in such numbers as the Committee determines) Members and non-Members, but must include at least one Committee Member.

- (c) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.

7.15 Delegation to Subsidiary Offices

The Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.

7.16 Delegating Power of the Committee

- (a) The Committee may, by written resolution, delegate to:
- (i) one or more Members of the Association;
 - (ii) any or all of the sub-committees established pursuant to rule 7.14; or
 - (iii) any or all of the subsidiary offices established pursuant to rule 7.15
- any authority, power or functions of the Committee as are specified in the resolution, other than:
- (i) this power of delegation; and
 - (ii) a function which is a duty imposed on the Committee by an act of parliament, any law, or these Rules.
- (b) Notwithstanding any delegation under this rule, the Committee may continue to exercise any function delegated.
- (c) Any act done by a Member or sub-committee or subsidiary office acting in exercise of a delegation under this rule has the same force and effect as it would have if it had been done by the Committee.
- (d) The Committee may, by written resolution, revoke wholly or in part any delegation under this rule.
- (e) The Committee remains responsible at all times for the exercise of any function that has been delegated under this rule.

7.17 Acts not Affected by Defects or Disqualifications

Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a Committee Member, sub-committee or person holding a subsidiary office; or
- (b) a Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

7.18 Discipline of Members

Where the Committee is of the opinion that a Member has acted in a manner detrimental to the interests of the Association, or refuses or neglects to comply with these Rules, the Committee must deal with the matter as follows:

- (a) The Member must be given written notice of the Committee's opinion, and the grounds on which the opinion was formed.
- (b) The Member must be given the opportunity to respond (in whatever manner considered fit by the Committee) to the Committee's opinion and the grounds on which the opinion was formed.
- (c) After considering the Member's responses (or, if no response is received within a reasonable time, as determined by the Committee), the Committee may, if it still considers the Member has acted in a manner detrimental to the interests of the Association, pass such resolution as thought fit including ordering the expulsion of the Member from the Association.
- (d) If the Committee passes a resolution under rule 7.18(c), the Member must, within five Business Days, be given written notice of the resolution and the reasons for that resolution.

7.19 Indemnity

- (a) Each member of the Committee and office holder of the Association and Member to whom delegation has been made under rule 7.16 is indemnified by the Association from all damages or expenses personally incurred in relation to acts done on behalf of the Association, providing the acts were done with the approval of the Committee.
- (b) Where a Member indemnified under rule 7.19(a) has incurred damages or expenses for which s/he has an indemnity under rule 7.19(a), the amount of damages or expenses must be paid to the Member from Association funds as soon as reasonably practical.

8 FINANCE

8.1 Financial Year

The Financial Year of the Association:

- (a) Begins on 1st July of each year; and
- (b) Ends on 30th June of the following year.

8.2 Expenditure of Association Funds

Members shall not incur expenditure on behalf of the Association or use Association funds without the authority of the Committee.

8.3 Control of Funds

- (a) The funds of the Association must be kept in one or more accounts in the name of the Association in a financial institution determined by the Committee.
- (b) The funds of the Association are to be used only in pursuance of the objects of the Association.
- (c) All cheques, drafts, bills of exchange, electronic funds transfers, promissory notes and other negotiable instruments of the Association must be signed (or approved electronically) by the Treasurer (or Acting Treasurer) and President (or Vice President).
- (d) All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a Committee Meeting.

8.4 Absence of Treasurer

- (a) If the Treasurer will be unable to receive electronic communication and to conduct online banking business for at least thirty consecutive days, the Committee must appoint a current member of the Committee to be Acting Treasurer.
- (b) An Acting Treasurer has all the powers of the Treasurer, and during the period of appointment of an Acting Treasurer, the original Treasurer has no powers.
- (c) On return of the Treasurer and at any time the Committee requests, the Acting Treasurer must present the Committee with a balance sheet or statement covering all the Association's transactions during the Acting Treasurer's period of appointment.

8.5 Auditing of Accounts

- (a) The accounts, Financial Statements and Financial Records of the Association must be presented for audit at the termination of each Financial Year, or upon the resignation or other cessation of office of the Treasurer (including at the AGM).
- (b) An Auditor must be appointed by the Members present at the AGM. If an Auditor is not appointed at the AGM, the task of auditing the accounts, Financial Statements and Financial Records must be performed by the incoming Committee.
- (c) The Auditor must not be a member of the outgoing Committee.

- (d) The Auditor is not required to be an auditor by trade.
- (e) Accounts, Financial Statements and Financial Records must be presented to the Auditor for the preceding Financial Year and for the period between the end of the preceding Financial Year and the date of the AGM.

9 LIMITATION OF MEMBERS' LIABILITY

Members and Committee Members are not, by reason only of being a Member or Committee Member, liable for any liability of the Association, or any expenses of winding up the Association, other than any unpaid amount on the Member's own membership fee.

10 RESOLVING DISPUTES

10.1 Disputes arising under the Rules

- (a) This rule applies to:
 - (i) Disputes between Members; and
 - (ii) Disputes between the Association and one or more Members 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 Committee Meeting within 28 days after the Secretary receives notice of the dispute under rule 10.1(d) for the Committee to determine the dispute.
- (f) At the Committee Meeting to determine 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 10.1(e).
- (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.

10.2 Mediation

- (a) This rule applies:
 - (i) where a person is dissatisfied with a decision made by the Committee under rule 10.1; 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 expulsion of a Member this rule does not apply until the procedure under rule 7.18 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 10.1(c), or a party to the dispute is dissatisfied with a decision made by the Committee under rule 10.1(g), 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:
 - A. if the dispute is between a Member and another Member, a person appointed by the Committee; or
 - B. 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 organisation.
- (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 must, 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 in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

10.3 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.

11 REMUNERATION OF COMMITTEE MEMBERS

- (a) The Association may pay a Committee Member's travelling and other expenses as properly incurred:
 - (i) in attending Committee Meetings or sub-committee meetings;
 - (ii) in attending any General Meetings of the Association; and
 - (iii) in connection with the Association's business.
- (b) Committee Members must not receive any remuneration for their services as Committee Members other than as described at rule 11(a).

12 INTERPRETATION

12.1 Definitions

In this document:

"Act" means the *Associations Incorporation Act 2015 (WA)*, as amended from time to time; and if the Act is replaced by other legislation, the "Act" means that other legislation;

"Acting President" means a Committee Member appointed under rule 7.3(c);

"Acting Treasurer" means a Committee Member appointed under rule 8.4;

"AGM" means Annual General Meeting;

"Annual General Meeting" means a General Meeting convened under rule 5.6;

"Associate" means the type of Membership as set out in rule 4.5;

"Association" means the Climbers' Association of Western Australia Incorporated;

“Auditor” means the person appointed according to rule 8.5.

“Books of the Association” has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Association.

"Business Day" means any day which is not a Saturday, Sunday or public holiday in Western Australia;

“Candidate” means a person who has fulfilled the conditions in rule 6.3;

"Chair" means the chairperson of a meeting;

“Commissioner” means the person designated as the “Commissioner” from time to time under the Act;

"Committee" means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Association;

“Committee Meeting” means a meeting referred to in rule 7.4;

“Committee Member” means a person who becomes a member of the Committee under rules 6.3, 7.2 and 7.3;

"Family" means the type of Membership as set out in rule 4.7;

“Financial Records” has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which Financial Statements are prepared; and
 - (ii) adjustments to be made in preparing Financial Statements;

“Financial Report” has the meaning given to it in sections 62 and 63 of the Act;

“Financial Statements” has the meaning given to it in section 62 of the Act;

“Financial Year” means the period defined in rule 8.1;

"Full" means the type of Membership as set out in rule 4.3;

"General Meeting" means an official meeting of the Association held in accordance with rules 5.2 to 5.6, which all Members (including Associate Members) are invited to attend;

"Informal Meeting" has the meaning given to it in rule 5.1;

"Life" means the type of Membership as set out in rule 4.4;

"Member" means a person (including a body corporate) who becomes a Member of the Association under these Rules;

"Membership" means the state of being a Member;

“Natural Person” means a human being, naturally born, versus a legally generated juridical person.

"Non-Metro" means the type of Membership as set out in rule 4.8;

“Ordinary Resolution” means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

“Perth Metro Area” means the geographical area defined by Australian post codes 6000 to 6199 inclusive;

"President" means the person holding this office pursuant to rules 6.2, 6.3 and 7.6, and includes an Acting President appointed under rule 7.3(c);

"Register" means the list of Members described in rule 4.2;

"Rock Climber" means a person who climbs rock-faces, mountains, or artificial structures, for recreational or leisure purposes only;

"Rock Climbing" has a meaning corresponding to the definition of Rock Climber;

"Rules" mean these rules of the Association as amended from time to time under rule 6.7;

"Secretary" means the person holding this office pursuant to rules 6.2, 6.3 and 7.8;

"Special Resolution" is a resolution of the Association passed in accordance with rule 6.9;

"Surplus Property" has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up the Association,
- but does not include books pertaining to the management of the Association;

"Tier 1 Association" has the meaning given to it in section 62 of the Act;

"Tier 2 Association" has the meaning given to it in section 62 of the Act;

"Tier 3 Association" has the meaning given to it in section 62 of the Act;

"Treasurer" means the person holding this office pursuant to rules 6.2, 6.3 and 7.9, and includes an Acting Treasurer appointed under rule 8.4;

"Vice President" means the person holding this office pursuant to rules 6.2, 6.3 and 7.7;

"Youth" means the type of Membership as set out in rule 4.6.

12.2 Construction

Unless expressed to the contrary:

- (a) words importing the singular include the plural and vice versa;
- (b) if a word or phrase is defined, cognate words and phrases have corresponding definitions;
- (c) a reference to:
 - (i) a person, includes its legal personal representatives, successors and assigns;
 - (ii) an act of parliament includes regulations and other statutory instruments under it and consolidations, amendments, re-enactments or replacements of any of them;
 - (iii) a right includes a benefit, remedy, discretion, authority or power;
 - (iv) an obligation includes a warranty or representation and a reference to a failure to observe or perform an obligation includes a breach of warranty or representation;
 - (v) provisions or terms of this document or another document, agreement, understanding or arrangement, include a reference to both express and implied provisions and terms;
 - (vi) time is to local time in Perth, Western Australia;
 - (vii) this or any other document includes the document as varied or replaced and notwithstanding any change in the identity of the parties;
 - (viii) writing includes any mode of representing or reproducing words which can be permanently stored and made available to be read, and includes facsimile transmissions, email or any other method of electronic communication to the nominated electronic address of the addressee; and
 - (ix) a person, other than a Natural Person, includes a body corporate.

12.3 Headings

Headings do not affect the interpretation of this document.

12.4 Notices

- (a) 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 of the addressee.
- (b) Any notice given to a Member under these Rules, must be sent to the Member's address or electronic address as set out in the Register referred to in rule 4.2.
- (c) Notice is effective (and is taken to be given) on the second Business Day after the document in rule 12.4(a) was posted; if delivered by hand or sent by electronic communication, the notice is effective (and is taken to be given) immediately.