



CONSTITUTION

The Leisure Institute of Western Australia (Aquatics) Inc.

In accordance with the Associations Incorporation Act
2015 ("the Act") and giving effect to the Model Rules as
at August 2021

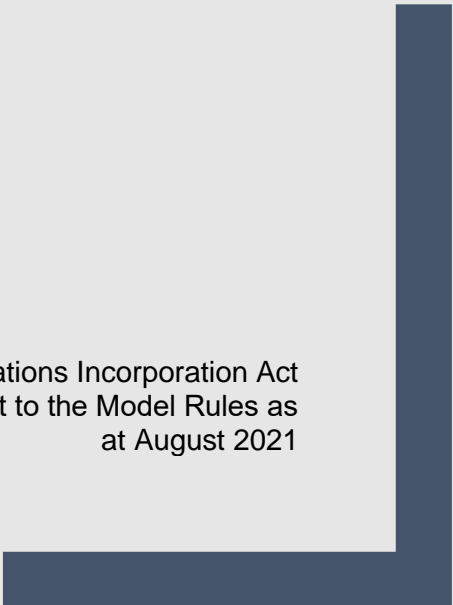


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1.0 NAME OF ASSOCIATION

The name of the Association is

The Leisure Institute of Western Australia (Aquatics) Inc.

2.0 DEFINITIONS

In these Rules, unless the contrary intention appears-

2.1 "annual general meeting" shall mean the Annual General Meeting of the Organisation.

2.2 "Board meeting" means a meeting of the Board

2.3 "Board member" means person who is on the Board

2.4 "convene" means to call together for a formal meeting;

2.5 "department" means the government department with responsibility for administering the *Associations Incorporation Act (2015)*;

2.6 "financial year" means a period commencing 1 July and ending on 30 June in the following year;

2.7 "general meeting" means a meeting to which all members are invited to attend;

2.8 "member" means a person or corporation whose name appears in the register of members

2.9 "notice" shall mean any communication provided for by the Rules to be sent to or from the Organisation;

2.10 "ordinary resolution" means resolution other than a special resolution;

2.11 "poll" means voting conducted in written form (as opposed to a show of hands)

2.12 *register of members* means the register of members referred to in section 53 of the Act;

2.13 "special general meeting" means a general meeting other than the annual general meeting;

2.14 "Special Resolution" means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

2.15 "the Act" means the *Associations Incorporation Act 2015*;

2.16 "the Institute" means the Leisure Institute of Western Australia (Aquatics) Inc.

2.17 "President" means-

- (i) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting; or
- (ii) or, if that person is unable to perform his or her functions, the Vice President;

2.18 "the Commissioner" means the person for the time being designated as the Commissioner under section 153 of the Act;

2.19 "the Board" means the Committee of Management of the Institute

2.20 "the Secretary" means the Board member holding office as the Secretary of the Association

2.21 "the Treasurer" means the Board member holding office as the Treasurer of the Association

2.22 "the Vice-President" means the Board member holding office as the Vice President of the Association

3.0 OBJECTS

3.1 The objects of the Institute are-

- (i) To represent the Aquatic and Recreation Industry as the Peak Aquatic Body in Western Australia through strong advocacy and industry partnerships.
- (ii) To improve the general and technical knowledge of persons engaged or intending to engage in Management of Aquatic and Recreation Facilities
- (iii) To promote the better design, construction, and development of Aquatic and Recreation Facilities
- (iv) To raise the status and character and to safeguard and advance the interest of persons engaged in Management of Aquatic and Recreation Centres.
- (v) To attain and maintain the highest standard of working conditions for Aquatic and Recreation personnel and cooperate towards this with appropriate unions or other industry Peak Bodies.
- (vi) To validate all industry training provided to aquatic industry professionals in Western Australia.

3.2 The property and income of the Institute shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3.3 The Institute has all the powers of an incorporated Association as set out in the Act. The Institute may use its powers to do anything, which it considers necessary or correct for the carrying out of its duties.

4.0 MEMBERSHIP

4.1 Every Member must fulfil their obligations under these Rules, and undertake, to the best of their ability, to comply with these Rules and any regulations, policies or standards of the Institute in force from time to time to support and promote the Objects, interest and standing of the Institute.

4.2 All applications for membership and accreditation shall be in writing, accompanied by evidence of qualifications, current work history and accompanied by the annual subscription fee

4.3 Membership of the Institute is open to:

4.3.1 INDIVIDUAL MEMBERSHIP

Individuals currently employed in the aquatic recreation industry are eligible to become members of the Institute. These members shall have full voting powers and rights to hold any office of the Institute and be entitled to attend all General Meetings and Conferences of the Institute. Memberships will be valid for 12 months from date of approval.

4.3.2 LIFE MEMBERSHIP

Any member may nominate a person to the Board for consideration for Life Membership. The Board will consider all nominations and may recommend any member who has given outstanding service to The Leisure Institute of Western Australia (Aquatics) Inc. as a Life Member. At the Annual General Meeting, the membership will vote on whether to accept or decline the recommendation for a new Life Member. A Life Member is entitled to hold any office and enjoy the privileges of the institute.

4.3.3 BUSINESS MEMBERSHIP

Business members shall be an individual or company associated with the aquatic recreation industry and upon payment of the prescribed fee are eligible to exhibit at industry trade shows and seminars. These members have no voting rights and are not eligible to hold office. They may however be called upon to make representations to the industry on behalf of the Institute.

5.0 REGISTER OF MEMBERS

5.1 The Institute must keep and maintain a Register, and record any change occurring in relation thereof within 28 days, containing:

- (i) the name and postal, residential or email address of each Member;
- (ii) the class of membership of each Member; and
- (iii) the date on which each Member's name was entered into the Register.

5.2 The Register is available for inspection by any Member upon request

5.3 The Member must contact the Secretary to make the necessary arrangements for the inspection.

5.4 The inspection must be free of charge.

5.5 If the Member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by Members.

5.6 A Member may make a copy of entries in the Register or take an extract from the Register but shall have no right to remove the Register for that purpose, and in any event, that Member shall be required to provide a statutory declaration setting out the purpose for which the application is made for copying or taking an extract from the Register.

5.7 A member must not

- (i) use or disclose information in the Register except for a purpose that is connected with the affairs of the Institute or that is related to the administration of the Act; or
- (ii) use information obtained from the Register for advertising purposes or discloses such information knowing that it is likely to be used for advertising purposes (unless approved by the Institute).

5.8 Any member ceasing to be a member

- (i) will have their name removed from the Register;
- (ii) will not be entitled to a refund or part refund of any annual fee or other fee already paid; and
- (iii) will remain liable for, and must pay to, the Institute all fees and any other amounts which were due to the Institute at the date of ceasing to be a member

6.0 MEMBERSHIP SUBSCRIPTIONS

The annual subscription for all members shall be:

- (i) determined by the Board for all categories of membership prior to the commencement of the financial year to which the subscriptions apply.
- (ii) advised in writing to all members one month prior to the commencement of the date to which the subscriptions apply.
- (iii) paid in advance and shall be due and payable within three months of the commencement of the relevant anniversary date.
- (iv) paid prior to any member being entitled to exercise any of the privileges of the Institute.

7.0 CESSATION OF MEMBERSHIP

Membership of the Institute shall cease, if:

- (i) having given one month's notice in writing of the Member's intention to resign, that notice expires.
- (ii) the Member fails to pay the prescribed subscription within three (3) months of it becoming due, provided the Member has been given notice by the Institute within two months after the due date for payment, of its intention to terminate the membership.
- (iii) the individual Member dies or the Member Association ceases to exist.
- (iv) the Member is expelled or suspended in accordance with Rule 8.

8.0 SUSPENSION OR EXPULSION OF MEMBERS

8.1 If the Board considers that a Member should be suspended or expelled from membership of the Institute because his or her conduct is detrimental to the interests of the Institute, the Board must communicate, in writing, to the Member.

8.2 A Member who is suspended or expelled must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days. The matter will then be considered as per the organisation's appeals and dispute process as outlined in these Rules.

9.0 THE BOARD

The business and affairs of the Institute shall, subject to these Rules and the Act, be under the management of a Board consisting of:

- (i) a President
- (ii) a Vice President
- (iii) a Secretary
- (iv) a Treasurer
- (v) the Executive Officer –(Ex-Officio)

10.0 ELECTION OF BOARD MEMBERS

10.1 Members who have been financial members for at least twelve months shall be eligible to fill a vacancy on the Board.

10.2 Board members must be elected to membership of the Board at an annual general meeting or appointed under sub-rule 10.17 and will be appointed for a 3 (three) year period.

10.3 At the completion of this three-year period the Board member can re-nominate for a further three-year period without the position being spilled at the annual general meeting. The maximum is three (3) terms of three years.

10.4 If a Board member is elected subject to sub-rule 10.17 the member's term will expire at the next annual general meeting and at that time they will be eligible to nominate for re-election to the membership of the Board.

10.5 All elections to the Board shall be by postal or electronic voting prior to the AGM; no voting will take place at the AGM. The results of the postal or electronic voting will be announced at the AGM.

10.6 A call for written nominations for the Board shall be sent not less than forty-two (42) calendar days prior to the AGM.

10.7 Nominations shall be received in writing by the Secretary not less than twenty-one (21) calendar days prior to the AGM.

10.8 Nominations must be in writing, signed by the nominee as indication of willingness to accept nomination to the Board and signed by the nominator to verify the nomination form.

10.9 A person is not eligible for election to membership of the Board unless a member has nominated them for election by delivering notice in writing of that nomination, signed by-

- (i) the nominator; and
- (ii) the nominee to signify his or her willingness to stand for election,

10.10 A person who is eligible for election or re-election under this rule may –

- (i) propose or second themselves for election or re-election; and
- (ii) vote for themselves

- 10.11 If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies in that membership to be filled-
- (i) the Secretary must report accordingly to; and
 - (ii) the President must declare those persons to be duly elected as members of the Board at, the annual general meeting concerned.
- 10.12 Where there is more than one nominee for a position a poll will occur. A notice for postal or electronic votes shall be sent out not less than twenty-one (21) calendar days prior to the AGM.
- 10.13 The First Past the Post voting method shall be used. The poll should be marked by placing a tick in the box opposite the name of the candidate whom the elector wishes to elect. Only one box shall be marked to be deemed a valid paper.
- 10.14 To determine the result of the poll the Secretary shall total the number of marks placed against each nominee of valid ballot papers. The nominee receiving the highest total shall be deemed duly elected.
- 10.15 Ballot papers received by the Secretary less than seven (7) calendar days prior to the AGM will be declared invalid.
- 10.16 At the conclusion of the AGM, the ballot papers may be destroyed.
- 10.17 If vacancies remain on the Board after the declaration under sub-rule 10.11 nominations for Board members will not be accepted from the floor of the annual general meeting. The President will call for nominations and the Board will review the appointment of potential Board Members at the next ordinary meeting of the Board. A decision will be based on the candidate with the best skills set and experience for a position on the Board. Both successful and un-successful candidates will be notified by the President within seven days of the meeting.
- 10.18 If a vacancy remains on the Board after the application of sub-rule 10.11 or when a casual vacancy within the meaning of Rule 21 occurs in the membership of the Board, the Board may appoint a member to fill that vacancy; and a member appointed under this sub-rule will -
- (i) hold office until the election referred to in sub-rule 10.2; and
 - (ii) be eligible for election to membership of the Board, at the next following annual general meeting.
- 10.19 In the case of no nominations for any of the Board positions or in the case of resignation from office the Board has the power to appoint a member to that position until the next AGM.
- 10.20 Appointment of skills-based board representatives will be a consensus of sitting board members and skill sets are to align with the objectives of the Institute's strategic goals.

11.0 REMOVAL OF BOARD MEMBER

- 11.1 Subject to the Act, the Institute may, by resolution, appoint or remove a Board Member from office.
- 11.2 A Board member shall cease to be a member of the Board on becoming:
- (i) a non-financial member.

- (ii) or if as a co-opted representative, the person ceases to hold applicable office in the represented body.
- (iii) physically or mentally incapable of performing the Board Members' duties and the Board resolves that his or her office be vacated for that reason.
- (iv) is subject to an insolvency event.
- (v) resigns by notice in writing to the Institute.
- (vi) dies.
- (vii) without the prior consent of the other Board Members is directly or indirectly involved in any contract or proposed contract with the Institute and fails to disclose the nature of the interest as required by the Act.

11.3 Any Board member may lose his or her membership of the Board by resolution of the Board if he or she missed three (3) consecutive board meetings without leave of absence from the President.

12.0 COMPOSITION OF THE BOARD

The affairs of the Institute shall be managed exclusively by the Board, consisting of a minimum of 8 members and a maximum of 10 members, of which 2 may be appointed by the Board to meet specific skill requirements

13.0 OBSERVERS

The Board may appoint any person or persons with skill and expertise in certain matters to attend meetings of the Board in an observing capacity, and if requested by the Board, to advise and make recommendations to the Board.

14.0 MEETINGS OF THE BOARD

14.1 The President, or at least half the members of the Board, may at any time convene a meeting of the Board.

14.2 Meetings of the Board shall not be fewer than six per annum, at intervals to be determined by the members of the Board.

14.3 At the first Board meeting following the AGM, the Board shall elect the President and Vice President. The President and Vice President shall serve a three (3) year term and may be re-elected. The maximum is three (3) terms of three years.

14.4 At a Board meeting 50% of the Board members constitute a quorum.

14.5 Each Board member has a deliberative vote

14.6 Except as otherwise provided in these Rules or the Act, matters before the Board shall be decided by simple majority vote. In the case of equality of votes, the President shall have the casting vote.

14.7 Meetings can be attended by any Board Member using tele-conference or video-conference facilities.

14.8 Board decisions of an urgent nature may be made by circular subject to a majority of eligible members voting in affirmation of the matter.

14.9 The Secretary shall, by notice to the Board,

- (i) advise the location and time of meetings of the Board, and:
- (ii) meetings of the Board shall not be fewer than six per annum, at intervals to be determined by the members of the Board.

14.10 The Board may adjourn and otherwise regulate Board meetings as it thinks fit.

15.0 DISCLOSURE OF INTEREST AND DIRECTOR AND OFFICER'S DUTIES

15.1 A Board member, and any other Officer, having any direct or indirect pecuniary interests referred to within the Act shall comply with that provision.

15.2 A Board member, and any other Officer shall, at all times, comply with the provisions contained with the Act pertaining to the

- (i) duty of care and diligence;
- (ii) the duty of good faith and proper purpose;
- (iii) the duty to inform him or herself in relation to the matter at hand to the extent that he or she reasonably believes to be appropriate;
- (iv) the duty to disclose material personal interests; and
- (v) the duty not to misuse their position, or information gained through their position, for their own gain or to the detriment of the Institute.

15.3 Every disclosure made under Rule 15 by a member of the Board is to be recorded in the minutes of the meeting of the Board at which it is made.

16.0 SUB COMMITTEES

16.1 All sub committees of the Board shall report to and be responsible to the Board and no act of a sub-committee shall be binding on the Board or the Institute until ratified by the Board.

16.2 The Board may, in writing, revoke wholly or in part any delegation under sub-rule 16.

17.0 EXECUTIVE OFFICER

17.1 EMPLOYMENT OF THE EXECUTIVE OFFICER (EO)

The Board, acting on behalf of the Institute, may employ an EO on such terms and conditions as the Board may, in its absolute discretion, think fit and subject to the terms of any contract of employment, may revoke or terminate the employment of the EO and appoint and employ any other person as EO.

17.2 EMPLOYMENT OF INSTITUTE STAFF

The EO may employ such staff that may be necessary to assist the EO on terms and conditions approved by the Board.

17.3 GENERAL DUTIES OF THE EXECUTIVE OFFICER

- (i) The EO shall, during the term of the appointment, be required to:
- (ii) attend and take part in all meetings of the Board and Members unless the Board determines otherwise;
- (iii) identify any issues within the Institute requiring the Board's attention at Board meetings;
- (iv) keep proper records of the Institute in accordance with the requirements of the Act;

- (v) advise the Board as to the best means of administering and promoting the affairs of the Institute;
- (vi) supervise the day to day running of the Institute in compliance with all directions given by the Board from time to time;
- (vii) comply with and fulfilling the duties of the EO as specified by the Board in the EO's duty statement, and as provided by the Board to the EO upon appointment (as amended from time to time); and
- (viii) generally perform all duties incidental to the office of EO of an incorporated Institute and such other duties as may be assigned to him or her by the Board from time to time.

18.0 PRESIDENT

18.1 The President must preside over general meetings and Board meetings.

18.2 In the event of the absence from a general meeting of-

- (i) the President, the Vice-President; or
- (ii) both the President and the Vice-President, a member elected the other members present at the general meeting will preside over the general meeting.

18.3 In the event of the absence from a Board meeting of-

- (i) the President, the Vice-President; or
- (ii) both the President and the Vice-President, a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.

19.0 SECRETARY

19.1 The Secretary will assist the Executive Officer when required to and oversee all administration

19.2 MEMBERSHIP REGISTER

The Secretary shall keep and maintain an up-to-date register of members of the Institute and their postal addresses as per Rule 5.

19.3 CONSTITUTION

The Secretary shall keep and maintain in up to date condition the Constitution of the Institute and upon request of any member of the Institute or member of the Board shall make available the Constitution for the inspection of that member and the member may make a copy of the Constitution for that purpose but shall have no right to remove the original copy of the Constitution for the purpose.

19.4 RECORD OF OFFICE HOLDERS

The Secretary shall maintain a record of:

- (i) the names and residential or postal addresses of persons or bodies who hold any office in the Institute provided for by the Constitution, including all appointments held by persons or bodies who constitute the Board, and persons or bodies who are authorised to use the common seal of the Association.
- (ii) the names and residential and postal addresses of any persons or bodies who are appointed or acts as trustee on behalf of the Association.
- (iii) maintain a record of the names and residential or postal addresses of the persons who hold the offices of the Association, including all Board

- Members and persons who are authorised to use the common seal of the Institute;
- (iv) maintain a record of the names and residential or postal addresses of the persons or Institute who are members of the Institute;
 - (v) maintain a record of the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association;

19.5 MEETINGS

The Secretary shall

- (i) keep full and correct minutes of the proceedings of the Board and of the Association;
- (ii) ensure that all notices are duly given in accordance with the provisions of this Constitution or as required by law;
- (iii) coordinate all correspondence relating to the Institute, the Board and the Members;
- (iv) be the returning officer for Board elections and business, unless otherwise determined by the Board;

19.6 RECORDKEEPING

Unless the members resolve otherwise, the Secretary shall have:

- (i) custody of all books, documents, records and registers of the Association, other than those required to be kept and maintained by, or in the custody of, the Treasurer; and
- (ii) keep proper records of the Institute in accordance with the requirements of the Act;

19.7 GENERAL DUTIES

The Secretary shall perform such other duties as are imposed by these Rules on the Secretary.

20.0 TREASURER

The Treasurer will assist the Executive Officer when required to and

- (i) oversee all accounts;
- (ii) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Institute and must issue receipts for those moneys in the name of the Institute;
- (iii) pay all moneys referred to in paragraph (a) into such account or accounts of the Institute as the Board may from time to time direct;
- (iv) make payments from the funds of the Institute with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board member, or by any two others as are authorised by the Board;
- (v) comply on behalf of the Institute with sections 66 and 67 of the Act with respect to the accounting records of the Institute by-
- (vi) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Institute;
- (vii) keeping its accounting records in such manner as will enable true and fair accounts of the Institute to be prepared from time to time;

- (viii) keeping its accounting records in such manner as will enable true and fair accounts of the Institute to be conveniently and properly audited; and
- (ix) submitting to members at each annual general meeting of the Institute accounts of the Institute showing the financial position of the Institute at the end of the immediately preceding financial year.
- (x) whenever directed to do so by The Leisure Institute of Western Australia (Aquatics) Inc. President, submit to the Board a report, balance sheet or financial statement in accordance with that direction;
- (xi) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Institute, including those referred to in paragraphs (d) and (e); and
- (xii) perform such other duties as are imposed by these Rules on the Treasurer.
- (xiii) have custody of all securities, books and documents of a financial nature and accounting records of the Institute.
- (xiv) present financial statements in sufficient time to meet AGM requirements.

21.0 CASUAL VACANCIES

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- (i) dies;
- (ii) resigns by notice in writing delivered to The Leisure Institute of Western Australia (Aquatics) Inc. President or, if the Board member is The Leisure Institute of Western Australia (Aquatics) Inc. President, to the Vice-President and that resignation is accepted by resolution of the Board;
- (iii) is convicted of an offence under the Act;
is permanently incapacitated by mental or physical ill-health; (e) is absent from more than-
 - a. three (3) consecutive Board meetings; or
 - b. three (3) Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings; of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (iv) ceases to be a member of the Institute; or
- (v) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

22.0 MEETINGS

22.1 ANNUAL MEETINGS

22.1.1 The Annual General Meeting (AGM) shall be held within 6 months after the end of the Institute's financial year or such longer period as may in a particular case be allowed by the Commissioner and be held at the place that the Board sets for the meeting.

22.1.2 The annual report for the preceding Financial Year shall be submitted to members at the AGM.

22.2 SPECIAL GENERAL MEETINGS

22.2.1 Special General Meetings may be called by the Board or by not less than 5 financial members giving a request to the Secretary indicating the matter to be decided. Such

business shall only be that which the Constitution allows to be dealt with at general meetings.

22.2.2 In either case, the Secretary shall arrange for a Special General Meeting to be held no later than the next AGM and by giving appropriate notice to members as prescribed in Rule 23.

22.2.3 The other provisions of this Rule relating to AGMs shall be applied with suitable modification to the Special General Meeting, provided that no matter other than that described in the request may be dealt with.

22.2.4 The members making a request must-

- (i) state in that request the purpose for which the special general meeting concerned is required; and
- (ii) sign that request.

22.2.5 If a special general meeting is not convened within the relevant period of 30 days referred to-

- (i) the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
- (ii) the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.

22.2.6 When a special general meeting is convened under sub-rule 22.2.5 the Association must pay the reasonable expenses of convening and holding the special general meeting.

22.2.7 The Secretary must give to all members not less than 14 day's notice of a special general meeting and that notice must specify-

- (i) when and where the general meeting concerned is to be held; and
- (ii) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

23.0 NOTICE OF MEETINGS

23.1 Notice of the AGM or any Special General Meeting shall be advised in writing to every Member and every Board Member not more than thirty-five (35) clear days nor less than twenty (20) clear days prior to the meeting. Any other meetings can be advertised at the Board's discretion.

23.2 A notice of a general meeting must:

- (i) specify the place, date and time for the meeting (and, if the meeting is to be held in 2 or more places the technology that will be used to facilitate this);
- (ii) state the general nature of the business to be transacted at the meeting;
- (iii) if a Special Resolution is to be proposed at the meeting set out an intention to propose the Special Resolution and state the resolution; and
- (iv) contain a statement of each Member's right to submit a postal or electronic vote.

24.0 QUORUM AT MEETINGS

At all Board meetings, 50 per cent (50%) of board members and at all General Meetings ten (10) Members, present in person or by remote means and eligible to vote shall constitute a

quorum and if within 15 minutes of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the following meeting.

25.0 MINUTES

25.1 The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

25.2 The President must ensure that the minutes taken of a general meeting or Board meeting are checked and signed as correct by the President of the general meeting or Board meeting to which those minutes relate or by the President of the next succeeding general meeting or Board meeting, as the case requires.

25.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (i) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
- (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

26.0 VOTING

26.1 Passage of resolutions and divisions is on the basis that each Member has one deliberative vote.

26.2 Resolutions must be carried by a majority of the Members present at any meeting. In the case of equality of votes, the President shall have the casting vote.

26.3 Except as otherwise provided for in these Rules, voting on any matter before the meeting shall be by show of hands by those entitled to vote and/or by postal/electronic vote, with the matter being determined by a simple majority.

26.4 The President shall declare the result.

26.5 In the event of at least five (5) attending Members disagreeing with the declaration of the President, the matter shall be decided by a poll.

26.6 No Member shall be entitled to vote, whether by show of hands, ballot or poll, unless that Member is financial and has been a member for at least three months.

26.7 The membership may only vote on constitutional matters, Board election matters and meeting procedure matters; the membership does not have the power to direct the Board or Institute's employees on matters of policy, operational or management matters.

26.8 A declaration by the President that a resolution has, on a show of hands, been carried or lost and an entry to that effect in the minutes of the meeting is conclusive evidence of that fact.

26.9 Neither the President nor the minutes of the meeting need to state the number or proportion of the votes recorded in favour or against the resolution.

27.0 PROXIES

27.1 A Member who is a natural person may not send a proxy in his or her place to a meeting.

27.2 For such decisions which must include participation by a set number of Members (greater than that required as quorum) a postal or electronic vote may be held.

28.0 POSTAL/ELECTRONIC VOTES

28.1 A Member who is entitled to attend and vote at a general meeting may vote at the general meeting by submitting a Postal/Electronic Vote.

28.2 A Postal/electronic Vote Form must be sent to all Members entitled to vote on the resolution together with the notice of general meeting in accordance with clause

28.3 The Postal/electronic Vote Form must:

- (i) set out the terms of the proposed resolution(s);
- (ii) provide for the Member to vote for or against each resolution and may provide for an abstention to be indicated; and
- (iii) set out the closing date of the Postal/Electronic Vote,
- (iv) but shall otherwise be in a form specified by the Board from time to time.

28.4 A Postal/electronic Vote Form is valid only if:

- (i) it is duly completed;
- (ii) it is signed by the Member or a duly authorised attorney or, where the Member is a corporation, it is executed either under seal or under the hand of a duly authorised officer or attorney or its Representative; and
- (iii) the Postal/Electronic Vote Form and the power of attorney or other authority (if any) under which the Postal/Electronic Vote Form is signed or a copy of that power or authority certified as a true copy by statutory declaration is or are received by the Institute no later than 48 hours (or shorter period as the Board may permit, subject to the Act) before the time for holding the general meeting at the place specified for that purpose in the notice of meeting or, if none, the Office.

29.0 FINANCIAL YEAR

The Financial Year shall be from 1 July in any year to 30 June of the following year.

30.0 RULES & AMENDMENTS

30.1 These shall be the only Rules of the Association and shall come into force forthwith. Copies of the Rules shall be available to members upon joining the Institute, and on subsequent occasions upon application to the Secretary.

30.2 In accordance with the Act and subject to the approval by a Special Resolution of the members of the Institute these Rules may be altered (including an alteration to its name) or be rescinded and replaced by substitute Rules.

30.3 The notice specifying the intention to propose a Special Resolution to alter, add to or amend the Rules shall include the precise amendment, addition or alteration sought and a brief statement setting out the reason for seeking the amendment, addition or alteration.

31.0 COMMON SEAL

31.1 The Association shall have a Common Seal on which its corporate name shall appear in legible characters and the Board must provide for safe custody of the Institute's seal.

31.2 The common seal must only be used by the authority of the Board, or of a committee of the Board authorised by the Board to use the seal.

31.3 The Common Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides and shall be affixed to any deed, instrument or other document at a meeting and pursuant to a resolution of the Board and not otherwise.

31.4 Subject to the approval of the Board, any two of The Leisure Institute of Western Australia (Aquatics) Inc. President, the Secretary and the Treasurer may affix the seal and the Secretary shall keep a record in the Minutes book of all documents to which the seal shall be affixed.

32.0 APPEALS AND DISPUTES

32.1 The Institute shall have in place an appeal and dispute resolution process for disputes between

- (i) Members themselves
- (ii) between Members and the Institute,
- (iii) if the Institute provides services to non-members, those non-members who receive services from the Association, and the Association.

32.2 In the event that a dispute cannot be resolved, such dispute may be heard by the State Administrative Tribunal.

32.3 The parties to a dispute must attempt to acknowledge the dispute between themselves within 14 days after the dispute has come to the attention of each party.

32.4 If the parties to a dispute are unable to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of:

- (i) the parties to the dispute; and
- (ii) the matters that are the subject of the dispute.

32.5 Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.

32.6 The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.

32.7 The notice given to each party to the dispute must state —

- (i) when and where the Board meeting is to be held; and

- (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute

32.8 If —

- (i) the dispute is between one or more members and the Institute; and
- (ii) any party to the dispute gives written notice to the Secretary stating that the party —
 - a. does not agree to the dispute being determined by the Board; and
 - b. requests the appointment of a mediator,

the Board must not determine the dispute.

32.9 At the Board meeting at which a dispute is to be considered and determined, the Board must

- (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
- (ii) give due consideration to any submissions so made; and
- (iii) determine the dispute.

32.10 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

33.0 MEDIATION

33.1 A party to the dispute may, within 14 days after receiving notice of the Board's determination, give written notice to the Secretary requesting the appointment of a mediator.

33.2 If such notice requesting the appointment of a mediator is given, each party to the dispute is a party to the mediation.

33.3 The mediator must be a person chosen —

- (i) if the appointment of a mediator was requested by agreement between the Member and the Board; or
- (ii) if the appointment of a mediator was requested by agreement between the parties to the dispute.
- (iii) If there is no agreement the Board must appoint the mediator.

33.4 The person appointed as mediator by the Board must be a person who acts as a mediator as expressly referenced in the Model Rules

33.5 The person appointed as mediator by the Board may be a Member or former Member of the Institute but must not —

- (i) have a personal interest in the matter that is the subject of the mediation; or
- (ii) be biased in favour of or against any party to the mediation.

33.6 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

33.7 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

33.8 In conducting the mediation, the mediator must —

- (i) give each party to the mediation every opportunity to be heard; and
- (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
- (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

33.9 The mediator cannot determine the matter that is the subject of the mediation.

33.10 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.

33.11 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator

33.12 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.

34.0 WINDING UP

If upon the cancellation, winding up or dissolution of the Association pursuant to the provisions of the Act, there remains, after satisfaction of all its debts and liabilities, any property or assets whatsoever, such property or assets will not be paid to or distributed among the Members, but will be given or transferred to another Association or Associations incorporated under the Act, or otherwise as provided by the Act:

- (i) with objects similar to the Objects; and
- (ii) which prohibits the distribution of its income and property amongst its members to an extent at least as great as imposed on the Association,
- (iii) and determined by a Special Resolution of Members or if it not practicable to obtain such a Special Resolution, by a Judge of the Supreme Court of Western Australia who has jurisdiction in the matter

35.0 CERTIFICATION

I HEREBY CERTIFY the forgoing to be a true and correct copy of the Rules of The Leisure Institute of Western Australia (Aquatics) Inc.

Nick Wilkinson
President

Date: 27 October 2021

Grace Darby
Secretary

Date: 27 October 2021