



Constitution
WA Blue Sky Incorporated
Dated October 2018

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SECTION A – NAME, OBJECTIVES, POWERS, NOT-FOR-PROFIT STATEMENT

1 Name

The incorporated Association is WA Blue Sky Incorporated.

2 Objectives and Purpose

The organisation is established to be a charity whose purpose is to advance social and public welfare by providing:

- (a) services directly to people of all ages, with physical, intellectual, sensory and/or psychological disabilities;
- (b) services which uphold the value of all individuals and that recognises the inherent rights of individuality, dignity, and respect, as specified in the Universal Declaration of Human Rights;
- (c) needs based individualised support to individuals in Western Australia; and
- (d) a flexible service that is responsive to the changing needs of the individual; which may include:
 - (1) supporting interaction with others, so as to promote similar life experiences;
 - (2) supporting engagement in valued roles through participation in the community;
 - (3) vocational and/or educational activities, and/or employment;
 - (4) supporting the strengthening and maintenance of family/carer relationships;
 - (5) supporting individuals with daily living tasks so as to enable each individual to live as autonomously as possible;
 - (6) supporting individuals to live safely in a residential setting; or
 - (7) independent or shared living options, as well as 24hr/day live-in support.

3 Powers

Subject to the Associations Incorporation Act, 2015 (the Act), the Association may do all things necessary or convenient to carry out its objectives and purpose in a lawful manner.

4 Not-For-Profit Statement

The assets and income of the Association shall be applied solely to further its objectives and purposes, and no portion shall be distributed directly or indirectly to the members of the Association except as genuine compensation for services rendered or expenses incurred on behalf of the Association.

SECTION B – MEMBERSHIP

5 General

- (a) WA Blue Sky will always ensure there is a minimum of six [6] members with full voting rights.
- (b) Annual membership runs for the period July 1st to June 30th.
- (c) Membership shall be of four [4] classifications:
 - (1) Individual: Individuals who are in receipt of services from WA Blue Sky;
 - (2) Family: Family Members of individuals who are supported by WA Blue Sky [one membership per family member];
 - (3) Community: Community members who are committed to achieving the objectives of the Association; and
 - (4) Life Membership: A life member may be any person approved by the Board Committee in recognition of outstanding service to the Association and who do not pay a membership fee but have the same voting rights as other members.
- (d) All members agree to be bound by the Rules, by-laws, and decisions of the Board Committee, and to pay the annual membership fee. Membership cannot be transferred from one person to another person.

6 Application for Membership

6.1 New members

- (a) Application for new membership of the Association will be in a format as determined by the Board Committee. Applications can be made in various ways, such as, electronically through email, or by letter, addressed to the Chief Executive Officer, and will be recorded in a membership application/renewal register, maintained by the Association.
- (b) A person's application for Membership is to be nominated and signed by one [1] existing member of the Association.
- (c) An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.
- (d) As soon as practicable after receiving an application for new membership, the application will be referred to the Board Committee, who will determine whether to approve or to reject the membership application. The acceptance of new membership is at the Board Committee's discretion.
- (e) As soon as practicable after the Board Committee makes a determination, the Association will:
 - (1) notify the applicant in writing (which can include email or other electronic means), that the Board Committee has approved or rejected the application (whichever is applicable);
 - (2) if the Board Committee approves the application, a request will be made by the Association to request the applicant pays the annual membership (within the period of 28 days);
 - (3) accept or reject membership applications which will be recorded in the Board Committee minutes;

- (4) activate the membership once approval for membership has been given by the Board Committee, payment is received and recorded on the register;
 - (5) if the application is approved, provide a copy of the Constitution to the applicant; and
 - (6) if the Board Committee rejects the application, not be required to give the applicant its reasons for doing so.
- (f) Any new member who joins after the start of a financial year must, for that financial year, pay a pro rata annual subscription based on the remaining part of the financial year.

6.2 Renewal of Membership

The Association will send an annual renewal notice to existing members, a minimum of four [4] weeks before their membership is due for renewal.

- (a) Notice for renewal of membership of the Association will be in a format as determined by the Board Committee.
- (b) Notice can be submitted in various ways, such as, electronically through email, or by letter.
- (c) Notices and responses will be recorded in a membership renewals register, maintained by the Association.
- (d) As soon as the annual membership payment has been received, the membership becomes active.

7 Life Membership

7.1 A life member may be any member approved by the Board Committee in recognition of outstanding service, who do not pay an annual membership fee but have the same voting rights as other members. A life member will be required each year to indicate their interest in remaining a "Life Member" of the Association so that the member's name is retained on the Association's "Register of Members".

7.2 Process for nominating and granting a Life Membership Award are as follows.

- (a) A member of the Association may nominate another member of the Association for life membership.
- (b) A nomination may be formally lodged at any time during the year to the Association.
- (c) The nomination will be considered by the Board Committee, within three [3] months of the nomination being lodged.

8 General rights of members

A member of the Association is entitled to:

- (a) hold one [1] vote, whether the member is an individual or a body corporate to receive notice of General Meetings and of proposed special resolutions;
- (b) submit items of business for consideration at a General Meeting;
- (c) attend and be heard at General Meetings;
- (d) vote at a General Meeting;
- (e) appoint a proxy to vote on the member's behalf;

- (f) have access to the minutes of General Meetings;
- (g) inspect the register of members at no cost;
- (h) have disputes resolved in accordance with the Associations grievance procedure, including the right to mediation if the parties cannot resolve the dispute on their own; and
- (i) appeal against suspension or expulsion from the Association.

9 Cessation of Membership

- (a) Any person wishing to resign membership can do so at any given time.
- (b) A person ceases to be a member of the Association when any of the following takes place:
 - (1) prohibition by law from being a member of the Association;
 - (2) failure to comply with any of the provisions of this Constitution;
 - (3) behaves in a manner considered to be prejudicial to the character or interest of the Association;
 - (4) resigns membership in writing;
 - (5) expulsion from the Association;
 - (6) failure to pay the annual subscription fee by September 30th;
 - (7) commences employment by the Association; or
 - (8) dies.

10 Member's liabilities

The liability of a member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges, and expenses of the winding up of the Association is limited to an amount of nil.

11 Fees

- (a) The Board Committee will determine the annual membership fees payable by members of the Association.
- (b) Fees for the following financial year are payable no later than September 30th of each year, or another date as the Board Committee from time to time determines. The Board Committee may agree to permit membership fee payment by installments due to special circumstances. The rights of a member (including the right to vote) who has not paid the annual membership fee by the due date are suspended until the payment is made.

12 Register of Membership

The Association will maintain a register of members of the Association, specifying their name and postal, residential or email address, class of membership, together with the date on which the person became a member. The register of members will be kept at the main office of the Association and will be open for inspection, free of charge, by any member of the Association.

13 Inspection by members

13.1 Inspection of the register

- (a) A member must not use information about another member that has been obtained from the register of members to contact or send material to the person, other than for:
- (1) the purposes of sending the person a notice in respect of a meeting or other event relating to the Association, or
 - (2) any other purpose necessary to comply with a requirement of the Act.

13.2 General

- (a) Sub-rule (b) applies to a member who wants to inspect
- (1) the register of members;
 - (2) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
 - (3) any other record or document of the Association.
- (b) The member must contact the secretary to make the necessary arrangements for the inspection.
- (c) The inspection will be free of charge.
- (d) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
- (e) The member may make a copy of or take an extract from a record or document referred to in sub-rule 13.2(a)(3) but does not have a right to remove the record or document for that purpose.
- (f) The member must not use or disclose information in a record or document referred to in sub-rule 13.2(a)(3) except for a purpose:
- (1) that is directly connected with the affairs of the Association; or
 - (2) that is related to complying with a requirement of the Act.

14 Disciplinary action

14.1 Grounds for taking disciplinary action

The Association may take disciplinary action against a member if it is determined that the member:

- (a) has failed to comply with these Rules;
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct prejudicial to the Association.

14.2 Disciplinary Sub-Committee

- (a) If the Board Committee is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board Committee will appoint a

disciplinary Sub-Committee to hear the matter and determine what action, if any, to take against the member.

- (b) The members of the disciplinary Sub-Committee:
 - (1) may be Board Committee members, members of the Association or anyone else; but
 - (2) must not be biased against, or in favour of, the member concerned.

14.3 Notice to member

The Association will provide written notice to the member a minimum of twenty-eight [28] days prior to the disciplinary meeting:

- (a) stating that the Association proposes to take disciplinary action against the member;
- (b) stating the grounds for the proposed disciplinary action;
- (c) specifying the date, place and time of the meeting at which the disciplinary Sub-Committee intends to consider the disciplinary action (the disciplinary meeting);
- (d) advising the member that one or more of the following may be pursued:
 - (1) attend the disciplinary meeting and address the disciplinary Sub-Committee at that meeting;
 - (2) give a written or oral submission; and
 - (3) to the disciplinary Sub-Committee at any time before the disciplinary meeting; and
- (e) setting out the member's appeal rights.

14.4 Decision of Sub-Committee

- (a) At the disciplinary meeting, the disciplinary Sub-Committee will:
 - (1) give the member an opportunity to be heard; and
 - (2) consider any written statement submitted by the member.
- (b) The disciplinary Sub-Committee will:
 - (1) take no further action against the member;
 - (2) reprimand the member;
 - (3) suspend the membership rights of the member for a specified period;
or
 - (4) expel the member from the Association
- (c) The disciplinary Sub-Committee may not fine the member.
- (d) The suspension of membership rights or the expulsion of a member by the disciplinary Sub-Committee takes effect immediately after the vote by the disciplinary Sub-Committee is passed.
- (e) Upon suspension or expulsion, the member is not entitled to a reimbursement of:
 - (1) the full annual subscription paid; or
 - (2) a pro rata annual subscription fee paid on the remaining part of the financial year.

- (f) When a member's membership is suspended, the secretary must record in the register of members:
 - (1) that the member's membership is suspended;
 - (2) the date on which the suspension takes effect; and
 - (3) the period of the suspension.

14.5 Appeal rights

- (a) A person whose membership rights have been suspended or who has been expelled from the Association may give notice advising the person wishing to appeal against the suspension or expulsion.
- (b) The notice must be in writing and given to the Association within forty-eight [48] hours.
- (c) If a person has given notice to appeal the outcome of the disciplinary meeting an appeal meeting must be convened by the Board Committee as soon as practicable, but in any event not later than twenty-one [21] days, after the notice is received.
- (d) Notice of the Disciplinary Appeal Meeting (Reference Rule 35) will be provided to each member of the Association as soon as practicable and will:
 - (1) specify the date, time and place of the meeting; and
 - (2) state:
 - i. the name of the person against whom the disciplinary action has been taken;
 - ii. the grounds for taking that action; and
 - iii. that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

14.6 Conduct of Disciplinary Appeal Meeting

- (a) At a disciplinary appeal meeting:
 - (1) no matters other than the question of the appeal may be conducted;
 - (2) the Board Committee will state the grounds for the suspension or expulsion of the member and the reasons for taking the action; and
 - (3) the person whose membership has been suspended or who has been expelled will be given an opportunity to be heard.
- (b) The members present must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked. A member may not vote by proxy at the meeting, and the decision is upheld if seventy-five percent [75%] or more, of the members voting at the meeting vote in favour of the decision.

SECTION C – BOARD OF DIRECTORS (BOARD COMMITTEE)

15 Powers and Composition of the Board of Directors (Board Committee)

- (a) The affairs of the Association will be conducted and managed by up to nine [9] Board of Directors. The Board will consist of four [4] office-holders and include up to five [5] ordinary committee members.
- (b) Subject to the Act, this Constitution and to any resolution passed by the Association in an Annual General Meeting, the Board of Directors will govern the Association, perform all such things that appear to the Board Committee to be necessary or desirable for the governing of the Association, exercise all powers and functions other than those powers and functions that are required by these Rules to be exercised by members.
- (c) The Board Committee is responsible for ensuring the identification, selection, recruitment, nomination, training and development, and succession planning of Board Committee Directors.

16 Obligations of the Board Committee

The Board Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

17 Eligibility to become a Board Director

- (a) To be eligible to be a Board Director, a person must:
 - (1) be 18 years of age or older;
 - (2) be willing to accept the office;
 - (3) demonstrate a commitment to upholding the objectives of the Association;
 - (4) be a member of the Association
 - (5) possess the appropriate diversity of skills, experience, and perspective as identified by the Board Committee; and
 - (6) must commit to the Good Governance Principles and Guidance for Not-For-Profit organisations created by the Australian Institute of Company Directors.
- (b) No person may be a Board Committee member if he or she:
 - (1) is an undischarged bankrupt or whose affairs are under insolvency law;
 - (2) has been convicted of an offence involving fraud or dishonesty punishable by conviction of three [3] months or more imprisonment; or
 - (3) has been convicted of an offence in connection with the promotion or formation of management of a body corporate.
- (c) A person convicted of an offence cannot be a Board Committee member for a period of five years from the conviction, except where the conviction resulted in imprisonment, in which case the person cannot be a Board Committee member for five [5] years from the release from custody.
- (d) The Board will endeavour to recruit Board members who are service users and/or family members. No more than one [1] person from the same family may be a Board Director at the same time unless agreed by the Board Committee.

18 Election process

- (a) A member will join the Board Committee if:
 - (1) elected to the Board Committee at an Annual General Meeting, or
 - (2) appointed by the Board Committee to the Board Committee to fill a casual vacancy.
- (b) Based upon the Board Committees identified skill set requirements for that given year, at least twenty eight [28] days before an Annual General Meeting, the Association will send notice to all the members advising of the upcoming vacancy/s, which will:
 - (1) call for nominations for election to the Board Committee;
 - (2) state the date by which nominations must be received by the Association; and
 - (3) state the skill set requirements for the vacancy/s.
- (c) A member who wishes to be considered for election to the Board Committee at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Association at least fourteen [14] days before the Annual General Meeting.
- (d) If the number of members nominating for election to the Board Committee is equal to the number of vacancies to be filled, then the person/s nominated will be deemed to be elected.
- (e) If the number of members nominating exceeds the number of vacancies to be filled, then the members at the meeting will vote in accordance with procedures that have been determined by the Board Committee to decide the member/s who are to be elected to the Board Committee.
- (f) A member who has nominated for the position may vote for himself or herself.
- (g) A member whose nomination does not comply with this rule is not eligible for election to the committee.
- (h) The Board Committee may fill a casual vacancy for the position of an Office-Holder or Board Committee member:
 - (1) until the due date of the next election of that person's office or position;
 - (2) only may fill the vacancy with a person who is eligible in accordance with Rule 17;
 - (3) if the position of Secretary becomes vacant, the Board Committee will appoint a member who is eligible to fill the position within fourteen [14] days after the vacancy arises; and
 - (4) if there are fewer committee members than required for a quorum, the Board Committee may only act for the purposes of:
 - i. appointing Board Committee Directors under this rule; or
 - ii. convening a General Meeting.
- (i) A Board Committee member cannot hold more than one [1] Officer-Holders position within the Association for any given period.

19 Election of Office Holders

The first meeting of the Board Committee will be conducted within two weeks after each Annual General Meeting and the Board Committee Directors will elect the office-holders for the positions of Chairperson, Deputy Chair, Treasurer and Secretary.

20 Record of Office

The Secretary must maintain a record of Office holders required by Division 6 of the Act.

21 Term of Office

- (a) Board Committee Directors are appointed for a term of three [3] years and will be eligible for re-election following the completion of a three [3] year period.
- (b) Office Holders are appointed for a term of one [1] year and will hold office until the positions on the committee are declared vacant at the next Annual General Meeting.
- (c) Office Holders will be elected by the Board Committee at a meeting within two weeks of the Annual General Meeting.

22 When membership of Committee ceases

If a person ceases to be a member of the Board Committee, that person must, as soon as possible, deliver to a member of the committee all of the relevant documents and records held pertaining to the management of the Association's affairs.

23 Duties of Office Holders

23.1 Chairperson

The Chairperson has the following duties to:

- (a) consult with the Secretary regarding the business to be conducted at each Board Committee meeting and General Meeting; and
- (b) convene and preside at Committee and General Meetings as provided for in these Rules.

23.2 Secretary

The Secretary has the following duties to:

- (a) oversee the Association's correspondence;
- (b) consult with the Chairperson regarding the business to be conducted at each Board Committee meeting and General Meeting;
- (c) oversee the preparation of the notices required for meetings and for the business to be conducted at meetings;
- (d) ensure that the "Register of Members" and the "Association's Constitution" are kept up-to-date;
- (e) ensure the safe custody of the books and securities of the Association (other than the financial documents);
- (f) ensure that full and accurate minutes are kept of all Board Committee meetings and General Meetings; and
- (g) carry out any other duties requested by the Committee.

The Committee may temporarily delegate any specified role of the Secretary to another member of the Board or a member of the Organisation.

23.3 Treasurer

- (a) The Treasurer has the following duties to:
- (1) ensure that the financial affairs of the Association are conducted, recorded and presented in accordance with:
 - i. the requirements of the Act;
 - ii. the contractual requirements of funding providers;
 - iii. the reporting requirements and accounting standards of the Association;
 - iv. efficient, ethical and legal financial management; and
 - v. good financial recording practice.
 - (2) provide the Board with financial information sufficient for it to inform itself of the financial health of the Association; and
 - (3) carry out any other duties requested by the Committee.
- (b) The Committee may temporarily delegate any specified role of the Treasurer to another member of the Board.

24 Duties of Board Committee members

All Board of Directors will:

- (a) always comply with their duties as officers under Division 3 of Part 4 of the Act;
- (b) be responsible to ensure that the financial affairs of the organisation are managed responsibly;
- (c) not allow the Association to incur a debt if the Association is insolvent at the time the debt is incurred or becomes insolvent by incurring that debt, or by incurring at that time debts including that debt; and
- (d) Not allow the Association to operate while it is insolvent.

25 Disclosure of Interest

- (a) This Rule 25 is to be read subject to each Board Committee member, and the Association's, obligations under Division 2 of Part 5 of the Act.
- (b) Each Board Committee member must comply with s.42(6) of the Act in respect of material personal interests.
- (c) A Board Committee member who has, or may appear to have a material personal interest in a matter being considered by the Board Committee must, as soon as the member becomes aware of the interest:
 - (1) tell the other Board Committee Directors of the nature and extent of the interest, and
 - (2) at the next General Meeting disclose the nature and extent of the interest.
- (d) Unless permitted by law, a Board Committee member who has material personal interest in a matter that is being considered at a Board Committee meeting must not:
 - (1) be present while the matter is being considered, or
 - (2) vote on the matter.

- (e) Any disclosure of interest will be recorded in the Board Committee minutes, including the time when this Board Committee member left the meeting and also returned to the meeting room. In addition to the Board Committee meeting, this disclosure of interest will be tabled at the next General Meeting of the Association.

26 Remuneration to Committee members

- (a) Subject to 25(b), no payment may be made from the funds of the Association to a Board Committee member unless such payment relates to:
 - (1) a service rendered to the Association by that Board Committee member in a professional capacity; and
 - (2) the amount payable is not more than an amount that commercially would be reasonable payment for the service.
- (b) A payment may be made from the funds of the Association to a Board Committee member if the payment relates to out-of-pocket expenses for travel and accommodation incurred by that Board Committee member in performing their duty as a Board Committee member of the Association.

27 Delegation of Powers

- (a) The Board Committee may delegate any matters to a Sub-Committee and define the terms of reference. The Sub-Committee can be made up of members and non-members of the Association.
- (b) The Board Committee may at any time dissolve any Sub-Committee or may terminate the appointment of any member of the Sub-Committee.

28 Validity of acts

The acts of a Committee or Sub-Committee, or of a Committee member or member of a Sub-Committee, are valid despite any defect that may afterward be discovered in the election, appointment or qualification of a Committee member or member of a Sub-Committee.

29 Vacation of office

A vacancy arises if a Board Committee member:

- (a) tenders resignation in writing;
- (b) becomes an employee;
- (c) ceases to be a resident of Western Australia;
- (d) becomes of unsound mind;
- (e) fails to attend three [3] meetings within the year, without approval from the Chairperson;
- (f) does not renew their annual membership;
- (g) becomes ineligible to sit on the Committee in accordance with Rule 17; or
- (h) dies.

30 Minutes of Board Committee Meetings

- (a) The Board Committee will ensure that minutes are taken and kept of each Board Committee meeting.
- (b) The minutes will record the following:
 - (1) the names of the Board Committee Directors present at the meeting;
 - (2) the name of any invited guest attending the meeting;
 - (3) the matters considered at the meeting; and
 - (4) any motion on which a vote was taken at the meeting and the result of the vote.
- (c) The Chairperson will ensure that the minutes of a Board Committee meeting are reviewed and signed as correct by:
 - (1) the Chairperson of the meeting; or
 - (2) a Board Committee member who has been delegated by the Chairperson.
- (d) When the minutes of a Board Committee meeting have been signed as correct they are evidence that:
 - (1) the meeting to which the minutes relate was duly convened and held;
 - (2) the meeting took place as recorded; and
 - (3) are a true and accurate recording of the matters of the meeting.

31 Board Committee Meetings

- (a) Board Committee Meetings are meetings of the Associations governing body and are attended by the Board of Directors.
 - (1) The Board Committee shall meet, adjourn and otherwise regulate its meetings as it thinks fit, but shall meet no less than six times each financial year.
 - (2) The Board Committee will determine the time, place, duration and agendas of meetings.
 - (3) A quorum is fifty percent [50%] plus one [1] of the total number of Board Committee Directors. No business shall be conducted unless a quorum is present.
 - (4) If there is a tied vote at a meeting, then the Chairperson shall have a second casting vote.
- (b) The Chairperson, or in their absence the Deputy Chair shall lead at the Board Committee meeting; and,
 - (1) if the Chairperson and the Deputy Chair are absent, one of the remaining members of the Board Committee may be chosen by the members present, to preside.
 - (2) Board Committee Director's attendance at meetings, can be in person, via teleconference, video conference or other media platforms as considered appropriate by the Board Committee.
- (c) The first meeting of the Board Committee will be conducted within two weeks after each Annual General Meeting.
- (d) Special Meetings of the Board Committee may be convened by the Chairperson, or any three of its Board Committee Directors and notice will be

given to Board Committee Directors of any Special Meeting, specifying the general nature of the business to be transacted and no other business shall be transacted at such a meeting.

- (e) Full minutes of all decisions made shall be kept of all Board Committee and Special Meetings.

32 Sub-Committees

The Board Committee may at any time appoint a Sub-Committee and define their terms of reference. The Sub-Committee can be set up for a specific purpose and can be established on a short-term or temporary basis.

- (a) A minimum of one [1] Board Committee member is to be part of any Sub-Committee.
- (b) The Sub-Committee can be made up of members or non-members of the Association.
- (c) All Sub-Committee members will work within their terms of reference.
- (d) The Sub-Committee will determine the time, place, duration and agendas of meetings.
- (e) A quorum is fifty percent [50%] plus one [1] of the total of the Sub-Committee members.
- (f) Full minutes of all decisions made shall be kept of all Sub-Committee meetings.

SECTION D – MEETINGS

33 Annual General Meeting

- (a) An Annual General Meeting (AGM) is a meeting where all Association members are invited to attend, and in which topics of business need to be addressed, including:
- (1) the presentation of the Association's financial statement to members, and;
 - (2) if required, election of new Board Committee Directors.
- (b) The Annual General Meeting will also address other general business of the Association and any issues relevant to members.
- (c) The Board Committee must arrange an Annual General Meeting within six (6) months after the end of each financial year or such longer period as may, in a particular case, be allowed by the Commissioner.
- (d) Subject to any other requirements under the Act, the following business may be conducted at the Annual General Meeting:
- (1) to confirm the minutes from the previous Annual General Meeting;
 - (2) to receive the Board Committee reports relating to the transactions and business of the Association during the preceding financial year;
 - (3) the election of Board Committee Directors if required;
 - (4) the appointment of an auditor; and
 - (5) any other business of which notice has been given.

34 Special General Meeting

34.1 General

A Special General Meeting (SGM), is any meeting of the Association, other than a Board Committee meeting, Annual General Meeting or a Disciplinary Appeal Meeting. A Special General Meeting is to address specific business that has arisen and which should not wait until the next Annual General Meeting.

34.2 Special General Meetings held at the request of the Board Committee

The Board Committee may convene a Special Meeting whenever it thinks fit and no other business other than that set out in the notice may be conducted at this meeting.

34.3 Special General Meetings held at the request of members

- (a) The Board Committee must convene a Special General Meeting if a request to do so is made by a minimum of twenty percent [20%] of the total number of members.
- (b) A request for a Special Meeting by members must:
- (1) be in writing;

- (2) state the business to be considered at the meeting and any resolutions to be proposed;
- (3) include the names and signatures of the members requesting the meeting; and
- (4) be given to the Chief Executive Officer.
- (c) If the Board Committee do not convene a Special Meeting within 28 days after the date on which the request was made, the members making the request may then convene a Special Meeting.
- (d) A Special General Meeting convened by members:
 - (1) must be held within three [3] months after the date on which the original request was made; and
 - (2) may only consider the business stated in that request.

35 Disciplinary Appeal Meeting

A Disciplinary Appeal Meeting (DAM), is a meeting in which the Associations invites all members to review the decision made by the Disciplinary Sub-Committee should the person whose membership rights have been suspended, or who has been expelled from the Association, give notice advising they wish to appeal against the suspension or expulsion.

36 Procedure

36.1 Application of this Rule 36

This Rule 36 applies to meetings held under rules 33, 34, or 35.

36.2 Notice of meeting

The Secretary, or, in the case of a Special General Meeting convened under Rule 34.3 the members convening the meeting, must give twenty-one [21] days' written notice of a meeting and such notice must include the following:

- (a) the location, date and time of the meeting;
- (b) information in respect of the member's right to vote at meetings;
- (c) if a special resolution is proposed —
 - (1) set out the wording of the proposed resolution as required by section 51(4) of the Act;
 - (2) state that the resolution is intended to be proposed as a special resolution; and
 - (3) comply with sub-rules 36.2(e) and 36.2(f);
- (d) the business to be transacted at the meeting and the order in which that business is to be transacted;
- (e) a statement that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and
- (f) a proxy vote form.

36.3 Quorum

Twenty-five percent [25%] of the total membership in attendance at the meeting constitutes a quorum.

36.4 Voting

- (a) If a vote is held:
- (1) a member has one [1] vote only;
 - (2) votes may be made in person or by proxy;
 - (3) no member may hold more than one [1] proxy vote;
 - (4) the appointment of a proxy must be in writing and signed by the member making the appointment;
 - (5) a member or member's proxy is not entitled to vote at any Annual General Meeting of the Association unless the member's annual membership fee has been paid in full;
 - (6) the member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf;
 - (7) if no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit;
 - (8) a form appointing a proxy must be given to the Secretary before the commencement of the Annual General Meeting for which the proxy is appointed;
 - (9) a form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association no later than 24 hours before the commencement of the meeting;
 - (10) a member is only entitled to vote at an Annual General Meeting if the member's name is recorded in the register, prior to the date the notice of the Annual General Meeting was sent out; and
 - (11) proxy votes cannot be made in respect of the election of members to the Board Committee.
- (b) In the case of a tied vote, the Chairperson of the meeting is entitled to exercise a second casting vote.
- (c) Voting will be conducted and decided either by:
- (1) a show of hands;
 - (2) a vote in writing; or
 - (3) another method chosen by the Chairperson that is fair and reasonable in the circumstances.
- (d) Before any vote is taken, the Chairperson will state whether any proxy votes have been received and, if so how the proxy votes will be cast.
- (e) The Chairperson at any general Meeting may appoint a Returning Officer who shall take the chair during any election process and who will declare the result of a poll.

36.5 Challenging a member's right to vote

A member can challenge another member's right to vote if it is perceived the person has a conflict of interest in the item being voted upon. The Chairperson has the final say on whether a person can vote.

36.6 Adjournment of meetings

- (a) The Chairperson of the Association can adjourn the meeting if:
 - (1) a quorum of members is not present after a period of 30 minutes; or
 - (2) the Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting:
 - i. if there is insufficient time to deal with the business at hand; or
 - ii. to give the members more time to consider an item of business.
- (b) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (c) Notice of the adjournment of a meeting is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given to all members.

36.7 Minutes of general meetings

- (a) The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each annual general meeting must record:
 - (1) the names of the ordinary members attending the meeting; and
 - (2) any proxy forms given to the chairperson of the meeting under rule 36.4(8); and
 - (3) the financial statements or financial report presented at the meeting any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in rule 33(d)(2)
- (d) The minutes of a general meeting must be entered in the Association's records within 30 days after the meeting is held.
- (e) The chairperson must ensure that the minutes of a general meeting are reviewed and signed as correct by:
 - (1) the chairperson of the meeting; or
 - (2) the chairperson of the next general meeting.
- (f) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (1) the meeting to which the minutes relate was duly convened and held;



- (2) the matters recorded as having taken place at the meeting took place as recorded; and
- (3) any election or appointment purportedly made at the meeting was validly made.

SECTION E - FINANCE AND AUDIT

37 Source of funds

- (a) The Association will derive funds from:
 - (1) fees and payments from services provided;
 - (2) revenue from legitimate earnings, including fundraising and investments;
 - (3) annual subscriptions;
 - (4) donations, grants, interest; and
 - (5) any other sources as the Board Committee determine.
- (b) Any gift to the Association which is expressed by the donor, as given for a specific purpose will, so far as possible, be used only for the designated purpose.

38 Control of funds

- (a) The Association must maintain an account in the name of the Association with a financial institution from which all expenditure of the Association is made and into which all funds received by the Association are deposited.
- (b) Subject to any restrictions imposed at a General Meeting, the Board Committee may approve expenditure on behalf of the Association.
- (c) The Board Committee may authorise the Treasurer to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board Committee for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by two [2] approved bank signatories, who have been approved by the Board of Directors
- (e) All funds of the Association must be deposited into the Association's account within fourteen [14] working days after their receipt.

39 Financial year

The financial year is the period commencing on 1 July and ending on 30 June.

40 Financial and related records

- (a) For each financial year, the Board Committee must ensure that the requirements imposed on the Association under Part 5 of the Act relating to the financial statements or financial report of the Association are met.
- (b) The Association will make and keep written financial records that:
 - (1) correctly record and explain its transactions and its financial position and performance; and
 - (2) prepare true and fair financial statements for auditing.
- (c) The Association will also keep written records that record its operations and retain its records for at least seven [7] years. The Board Committee will take reasonable steps to ensure that the Association's records are kept safe. For the avoidance of doubt, financial records of the Association will be stored electronically.

41 Auditor and Audit of Accounts

- (a) At each Annual General Meeting of the Association, the members present will appoint a person as the auditor of the Association for the current financial year. If an appointment is not made at an Annual General Meeting, the Board Committee will appoint an auditor of the Association for the current financial year.
- (b) The Auditor is entitled to attend any General Meeting and to be heard by the members on any part of the business of the meeting that concerns the auditor in their capacity of auditor. The Association will give the auditor any communications relating to the Annual General Meeting that a member of the Association is entitled to receive.
- (c) The Auditor will be a Registered Company Auditor.

SECTION F – DISPUTES AND MEDIATION

42 General

- (a) The grievance procedure set out applies to disputes between:
 - (1) a member and another member; or
 - (2) a member and the Association.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen [14] days after the dispute comes to the attention of all parties.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within fourteen [14] days, any party to the dispute may start the grievance procedure by giving written notice to the Association, advising:
 - (1) the parties to the dispute; and
 - (2) the matters that are the subject of the dispute.
- (d) Within twenty-eight [28] days after the Association receives notice of dispute, the Board Committee will set up a Sub-Committee.
- (e) The Association will give each party to the dispute written notice of the Sub-Committee meeting at which the dispute is to be considered and determined at least seven [7] days before the meeting is to be held.
- (f) The notice given to each party to the dispute will state:
 - (1) when and where the Sub-Committee meeting is to be held; and
 - (2) 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 Sub-Committee about the dispute.
- (g) The Sub-Committee will not determine the dispute if the dispute:
 - (1) is between one or more members and the Association; and
 - (2) any party to the dispute gives written notice to the Association stating that the party;
 - i. does not agree with the dispute being determined by the sub-committee; and
 - ii. requests the appointment of a mediator.

43 Determination of dispute by Committee

- (a) At the Sub-Committee meeting at which a dispute is to be considered and determined, the Sub-Committee will:
 - (1) 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 about the dispute;
 - (2) give due consideration to any submissions so made; and
 - (3) determine the dispute.
- (b) The Sub-Committee will give each party to the dispute written notice of the Sub-Committee's determination, and the reasons for the determination, within

seven [7] days after the Sub-Committee meeting at which the determination was made.

- (c) A party to the dispute may, within fourteen [14] days after receiving notice of the Sub-Committee's determination, give written notice to the Association requesting the appointment of a mediator.

44 Appointment of mediator

- (a) The mediator chosen will be by agreement of both parties.
- (b) If there is no agreement from both parties, then the Board Committee will appoint a mediator.
- (c) The person appointed as mediator by the Board Committee must be a person who acts as a mediator for another not-for-profit body and will not have a personal interest in the matter that is the subject of the mediation, or be biased in favour of or against any party to the mediation. The mediation will remain confidential and the mediator cannot determine the matter that is the subject of the mediation.

45 Mediation process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five [5] days before the mediation takes place.
- (c) In conducting the mediation, the mediator will:
 - (1) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (2) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (e) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the law.
- (f) If mediation results in decision to suspend or expel being revoked the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

SECTION G – MISCELLANEOUS

46 Altering this Constitution

The members may amend this Constitution by passing a special resolution at a Special Meeting or Annual General Meeting. The special resolution(s) must be passed by a majority of 75% of members voting. The members must not pass a special resolution altering the Constitution, if, as a result, the Association will cease to be a charity.

A special resolution is required if WA Blue Sky proposes to do any of the following—

- (a) to alter its rules, including changing the name of the Association;
- (b) to decide to apply for registration or incorporation as a prescribed body corporate;
- (c) to approve the terms of an amalgamation with one or more other incorporated associations; or
- (d) to be wound up voluntarily or by the Supreme Court or to cancel its incorporation.

47 Seal of the Association

The seal of the Association will be in the form of a rubber stamp, inscribed with the name of the Association encircling the word 'Seal'. The Seal will remain in the custody of the Chief Executive Officer and a register of all documents which the seal has been affixed will be maintained by the Association.

48 Prior to cancellation or winding up of the Association

- (a) Community Housing Assets are defined as:
 - (1) land and/or premises transferred to the Community Housing Provider by the Housing Authority, but does not include land or land and premises that the Housing Authority sells at market value to the Community Housing Provider;
 - (2) land and/or premises acquired by the Community Housing Provider wholly or partly with funding provided by the Housing Authority, including but not limited to where such funding is comprised of:
 - i. funding provided directly by the Housing Authority; and
 - ii. GST input tax credits claimed by the Community Housing Provider in connection with any supplies which are funded wholly or in part by the Housing Authority.
 - (3) a legal interest in land and/or premises acquired by the Community Housing Provider wholly or partly with funding provided or where the acquisition is facilitated by the Housing Authority;
 - (4) land and/or premises acquired by the Community Housing Provider wholly or in part with borrowings leveraged off or cash flow generated from any assets in the Community Housing Provider's portfolio in which the Housing Authority has or had an interest;
 - (5) land and/or premises where the Housing Authority is identified as having an interest in any legal agreement ;
 - (6) land and/or premises procured with the proceeds of sale of land and/or premises in which the Housing Authority has previously had an interest; or
 - (7) housing constructed by the Housing Authority or improvements made on land and/or premises by the Housing Authority.

- (b) Prior to the cancellation of the incorporation or the winding up of the Association, all Community Housing Assets are to be, as directed by the Housing Authority, either returned to the Housing Authority or transferred to another registered Community Housing Provider in Western Australia.

49 Distribution of surplus on winding up the Association

- (a) Surplus property, in relation to the Association, means property remaining after satisfaction of:
 - (1) the debts and liabilities of the Association; and
 - (2) the costs, charges, and expenses of winding up or cancelling the incorporation of the Association; but
 - (3) does not include books relating to the management of the Association or Community Housing Assets.
- (b) On the cancellation of the incorporation or the winding up of the Association its surplus property will be distributed as determined by special resolution of Members to another not-for-profit Association, as per Section 24(1) of the Act, which has similar objectives and to which income tax deductible gifts can be made, and will not be paid to or distributed amongst members or former members.