THE FINCH SOCIETY OF WESTERN AUSTRALIA

(INCORPORATED)

Constitution

Revised 7th July 2016

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Name of Association

1. The name of the Association is The Finch Society of Western Australia Inc.

Definitions

2. In these rules, unless the contrary intention appears –

"Committee Meeting" means meeting referred to in rule 15(1);

"Committee Member" means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10(1);

"financial year" has the meaning given by the Act, a reference in that section to –

(a) "an incorporated Association" or "the Association" being construed as a reference to the Association; and

(b) "the Committee" being construed as a reference to the Committee;

"General Meeting" means meeting convened under rule 16;

"Member" means Member of the Association consisting of Patron,

Life membership,

Full membership,

Associate membership (Member associated to a Full/Life Member) and Junior membership (under 18 years);

"Associate Members" have full membership rights except for receiving the Society magazine;

"Junior Members" have full rights except for voting powers;

"ordinary resolution" means resolution other than special resolution;

"special resolution" has the meaning given by section 24 of the Act;

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

"the Association" means the Association referred to in rule 1;

"the President" means –

(a) in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the Committee Meeting or General Meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 10(1)(a) or, if that person is unable to perform his or her functions, the Vice President;

"the Committee" means the Committee of Management of the Association referred to in rule 10(1);

"the Secretary" means the Secretary referred to in rule 10(1)(c)

"the Treasurer" means the Treasurer referred to in rule 10(1)(d)

"the Vice President" means the Vice President referred to in rule 10(1)(b).

Objects of Association

3.(1) The objects of the Association are –

(a) to foster the keeping and breeding of Australian finches, foreign finches and other soft-billed birds;
(b) to cater for the showing of the aforementioned birds;
(c) to adopt standards for exhibition and breeding of such birds and endeavour to have them accepted by the Cage Bird Societies of WA. See rule 24 Show Rules and Standards;
(d) to promote good fellowship and understanding amongst Members and other Societies and encourage presentation of suggestions that would contribute to the benefit of the Societies.

(2) The property and income of the Association 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.

Powers of Association

4. The powers conferred on the Association by the Act.

Qualifications for Membership of Association

5. Membership of the Association is open to –
   (1) Any person wishing to participate in the activities of the Society and abide by the Society's Constitution and rules.
   (2) A person who wishes to become a Member shall apply for membership to the Committee in writing.
   (3) The Committee Members shall consider each application made under subrule (2) at a Committee Meeting and shall at the Committee Meeting or a subsequent Committee Meeting accept or reject that application.
   (4) Life Membership –
      (a) any financial Member can make a life membership nomination. This nomination in writing must be in the hands of the Secretary before the conclusion of the August General Meeting and contain all the reasons why the nominator believes that the nominee deserves the Life Membership;
      (b) a Life Member Membership sub-committee consisting of 2 Life Members of this Society, together with 3 other Members of the Management Committee shall be formed for the express purpose of investigating nominations received in accordance with the Constitution. In the event of any of the above officers being a nominee they would be ineligible and be replaced by another Committee person.
      (c) this Sub-Committee would meet in September (when necessary) and after due discussion would bring the nomination if considered warranted, before the full Management Committee for approval. This decision would remain confidential until announced by the President at the following December General meeting.

Register of Members of Association

6.(1)The Secretary shall on behalf of the Association keep and maintain the Register of Members in accordance with the Act and that Register shall so be kept and maintained at his or her place of residence.

(2)The Secretary shall cause the name of a person who dies or who ceases to be a Member under rule 7(3), 8(1) or 9 to be deleted from the Register of Members referred to in subrule (1).

Subscriptions of Members of Association

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

(2)Each Member shall pay to the Treasurer, or Membership Officer annually on or before 1st of January or such other date as the Committee from time to time determines, the amount of the subscription determined under subrule (1).

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

(4)A Member is a financial Member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under subrule (2).

Resignation of Members of Association

8.(1) A Member who delivers notice in writing of his or her resignation from the Association to the Secretary ceases to be a Member.

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

Expulsion of Members of Association

9.(1) If the Committee considers that a Member should be expelled from membership of the Association because his or her conduct is deemed to be detrimental to the interests of the Association, the Committee shall communicate, either orally or in writing, to the Member –

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

(b) Particulars of that conduct,

Not less than 30 days before the date of the Committee Meeting referred to in paragraph (a).

(2) At the Committee Meeting referred to in a notice communicated under subrule (1), the Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, expel or decline to expel that Member from membership of the Association and shall, forthwith after

deciding whether or not to expel that Member, communicate that decision in writing to that Member.

(3) Subject to subrule (5), a Member who is expelled under subrule (2) from Membership of the Association ceases to be a Member 14 days after the day on which the decision so to expel him or her is communicated to him or her under subrule (2).

(4) A Member who is expelled under subrule (2) from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in subrule (3).

(5) When notice is given under subrule (4) –

(a) the Association in General Meeting may, after having afforded the Member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the General Meeting, confirm or set aside the decision of the Committee to expel that Member; and

(b) the Member who gave notice does not cease to be a Member unless and until the decision of the Committee to expel him or her is confirmed under this subrule.

Committee of Management

10.(1) The affairs of the Association shall be managed exclusively by a Committee of Management consisting of –

(a) President, who can only hold this position for consecutive periods of 2 years;

(b) Vice President;

(c) Secretary;

(d) Treasurer, and up to 6 other Members of the Association.

All of whom shall be Members of the Association elected membership of that Committee at an Annual General meeting or appointed under subrule (7).

(2) At the commencement of the first Annual General Meeting to be held after the incorporation of the Association under the Act –

(a) if the Committee consists of an even number of Members, half of that number, which half; or

(b) if the Committee consists of an odd number of Members, the integral number of Members nearest to, and exceeding, half of that odd number, shall be chosen by ballot, shall cease to be Committee Members, but shall be eligible for re-election to membership of the Committee.

(3) At the commencement of the Annual General Meeting held in January 2016 and each successive Annual General Meeting as referred to in subrule (2), those Committee Members who have served for longer periods than the other Committee Members shall cease to be Committee Members, but shall be eligible for re-election to membership of the Committee.

(4) A person is not eligible for election to membership of the Committee unless a Member has nominated him or her for election by delivering notice in writing of that nomination, signed by –

(a) the nominator; and

(b) the nominee to signify his or her willingness to stand for election,

To the Secretary not less than 28 days before the day on which the Annual General Meeting concerned is to be held.

(5) The Secretary shall ensure that notice of all persons seeking election to membership of the Committee is given to all Members when notice is given to those Members of the calling of the Annual General Meeting at which that election is to be held.

(6) If the number of persons nominated for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled –

(a) the Secretary shall report according to; and

(b) the President shall declare those persons to be duly elected as Members of the Committee at the Annual General Meeting concerned.

(7) When a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee –

(a) the Committee may appoint a Member to fill that vacancy; and

(b) a Member appointed under this subrule shall –

(i) hold office until the commencement of; and

(ii) be eligible for election to membership of the Committee at the next following Annual General Meeting.

President

11.(1) Subject to this rule, the President shall preside at all General Meetings and Committee Meetings

(2)In the event of the absence from –

(a) a General Meeting of –

(i) the President, the Vice President; or

(ii) both the President and the Vice President, a Member elected by the other Members present at the General Meeting, or

(b) a Committee meeting of –

(i) the President, the Vice President; or

(ii) both the President and the Vice President, a Committee Member elected by the other Committee Members present,

Shall preside at the General Meeting or Committee Meeting, as the case requires.

Secretary

12. The Secretary shall –

(a) co-ordinate the correspondence of the Association;

(b) keep full and correct minutes of the proceedings of the Committee and of the Association;

(c) comply on behalf of the Association with –

(i) section 27 of the Act in respect of the Register of Members of the Association;
(ii) section 28 of the Act in respect of the Rules of the Association; and
(iii) section 29 of the Act in respect of the Record of the Officeholders, and any Trustees, of the Association;

(d) have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c), other than those required by rule 13 to be kept and maintained by, or in custody of, the Treasurer; and
(e) perform such other duties as are imposed by these rules on the Secretary.
(f) the Committee will appoint a Membership Officer to assist the Secretary by collecting nominations for membership and receipt payment of fees on behalf of the Treasurer.

Treasurer

13. The Treasurer shall –

(a) be responsible for the receipt of all monies paid to or received by the Treasurer on behalf of the Association and shall issue receipts for those monies in the name of the Association;
(b) pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
(c) make payments from the funds of the Association with the authority of a General Meeting or of the Committee and in doing ensure that all cheques are signed by two Committee Members (Treasurer, Secretary, President, Vice President);
(d) comply on behalf of the Association with the Act in respect of the Accounting Records of the Association;
(e) whenever directed to do so by the President, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
(f) have custody of all securities, books and documents of a financial nature and Accounting Records of the Association, including those referred to in paragraphs (d) and (e);
(g) perform such other duties as are imposed by these rules on the Treasurer.

Casual Vacancies in Membership of Committee

14. A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member –

(a) dies;
(b) resigns by notice of writing to the President or, if the Committee Member is the President, to the Vice President;
(c) is convicted of an offence under the Act;
(d) is permanently incapacitated by mental or physical ill-health;
(e) is absent from more than –
(i) 3 consecutive Committee Meetings; or

(ii) 3 Committee Meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Committee Meetings;

(iii) ceases to be a Member of the Association.

Proceedings of Committee

15.(1) The Committee shall meet together for the dispatch of business not less than once in each calendar month and the President may at any time convene a meeting of the Committee with 7 days' notice.

(2) Each Committee Member has a deliberative vote.

(3) A question arising at a Committee Meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee Meeting shall have a casting vote in addition to his or her deliberative vote.

(4) At a Committee Meeting seven Committee Members constitute a quorum.

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

(6) A Committee Member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

(7) The Committee shall appoint any officers required, such as Editor, Show Manager, Show Secretary, or any other position relevant to the affairs of the Society.

General Meetings

16.(1) The Committee –

(a) may at any time convene a Special General Meeting;

(b) shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by section 23 of the Act, and

(c) shall, within 30 days of –

(i) receiving a request in writing to do so from not less than 5 Members, convene a Special General Meeting for the purpose specified in that request; or

(ii) the Secretary receiving a notice under rule 9(4), convene a Special General Meeting for the purpose of dealing with the appeal to which that notice relates.

(2) The Members making a request referred to in subrule (1)(c)(i) shall –

(a) state in that request the purpose for which the Special General Meeting concerned is required; and

(b) sign that request.

(3) If a Special General Meeting is not convened within the relevant period of 30 days referred to –

(a) in subrule (1)(c)(i), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Committee; or

(b) in subrule (1)(c)(ii), the Member who gave the notice concerned may himself convene a Special General Meeting as if he or she were the Committee.

(4) When a Special General Meeting is convened under subrule (3)(a) or (b) –

(a) the Committee shall ensure that the Members or Member convening the Special General Meeting are supplied free of charge with particulars of all Members; and

(b) the Association shall pay the reasonable expenses of convening and holding the Special General Meeting.

(5) Subject to subrule (8), the Secretary shall give to all Members not less than 14 days' notice of a General Meeting and of any motions to be moved at the General Meeting.

(6) A notice given under subrule (5) shall specify –

(a) when and where the General Meeting concerned is to be held; and

(b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.

(7) In the case of an Annual General Meeting, the order in which business is to be transacted is –

(a) first, the consideration of the accounts and reports of the Committee;

(b) second, the election of Committee Members to replace outgoing Committee Members; and

(c) third, any other business requiring consideration by the Association in a General Meeting.

(8) The Secretary shall give to all Members not less than 21 days' notice of a General Meeting at which a Special Resolution is to be proposed and of any other motions to be moved at that General Meeting.

(9) The Secretary may give notice under subrule (5) or (8) by –

(a) serving it on a Member personally; or

(b) sending it by post to a Member at the address of the Member appearing in the Register of Members kept and maintained under section 27 of the Act.

(10) When a notice is sent by post under subrule (9)(b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

Quorum in Proceedings at General Meetings

17.(1) At a General Meeting 15 Members present in person constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rule 16(5) or (8) –

(a) as a result of a request or notice referred to in rule 16(1)(c) or as a result of action taken under rule 16(3) a quorum is not present, the General Meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by subrule (2)(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are present in person may nevertheless proceed with the business of that General Meeting as if a quorum were present.

(4) The President may, with the consent of a General Meeting at which a quorum is present, and shall, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.

(5) There shall not be transacted at an Adjourned General Meeting any other business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.

(6) When a General Meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 16 of the Adjourned General Meeting as if that General Meeting were a fresh General Meeting.

(7) At a General Meeting –

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

(b) a Special Resolution put to vote shall be decided in accordance with the Act.

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

(9) At a General Meeting, a poll may be demanded by the President or by three or more Members present in person and, if so demanded, shall be taken in such manner as the President directs.

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

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

Minutes of Meetings of Association

18.(1) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Committee Meeting, as the case requires, in a minute book kept for that purpose.

(2) The President shall ensure that the minutes taken of a General Meeting or Committee Meeting under subrule (1) are checked and signed as correct by the President of the

General Meeting or Committee Meeting to which those minutes relate or of the next succeeding General Meeting or Committee Meeting, as the case requires.

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

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

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

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

Voting Rights of Members of Association

19. Subject to these rules, each Member present in person at a General Meeting is entitled to a deliberative vote, except for Junior Members who have no voting rights.

Rules of Association

20.(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act.

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

Common Seal of Association

21.(1) The Association shall have a Common Seal on which its Corporate Name shall appear in legible characters.

(2) The Common Seal of the Association shall not be used without the express authority of the Committee and every use of that Common Seal shall be recorded in the minute book referred to in rule 18.

(3) The affixing of the Common Seal of the Association shall be witnessed by any two of the President, the Secretary and Treasurer.

(4) The Common Seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

Inspection of Records etc of Association

22. A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

Distribution of Surplus Property on Winding up of Association

23.(1) If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to or distributed among Members but shall be given or transferred -

(a) to another Association incorporated under the Act; or

(b) for charitable purposes which incorporated Association or purposes, as the case requires shall be determined by the resolution of the Members when authorising and directing the Committee under section 33 of the Act to prepare a distribution plan of the surplus property of the Association.

(2) In the event of the winding up or dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.

Show Rules

24.(1) Rules to be of a standard which would be acceptable to National or International bodies.

(2) Rules amended at the discretion of the Committee.

Payment to Members

25.(1) Payment may be made to a Member in good faith as a reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or

(2)The reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

Property of the Association

26. All property or records owned by the Association and used to benefit the Association by a Member is to be returned as directed by the Committee when no longer required for that particular service by that Member or Committee Person ceases.

Disputes and Mediation

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

(a) a Member and another Member;

(b) a Non-member and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute and if possible, resolve the dispute within 14 days after the dispute comes to the attention of all parties.

(3) If the parties are unable to resolve the dispute, or if a party fails to attend that meeting, then the parties must within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be –

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement -

(i) in the case of a dispute between a Member and another Member, a person appointed by the Committee of the Association;

(ii) in the case of a dispute between a Member or relevant Non-member (as defined by subrule (1)(b)) and the Association, the parties may seek to resolve the dispute with a mediator, who is a mediator appointed to, or employed with, a not-for-profit organisation.

(5) A Member of the Association can be a mediator. The mediator cannot be a Member who is a party to the dispute.

(6) The parties must in good faith, attempt to settle the dispute.

(7) The Mediator, in conducting the mediation, must –

(a) give the parties of the mediation process every opportunity to be heard;

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(8) The mediator must not determine the dispute.

(9) The mediation must be confidential and without prejudice.

(10) 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.