

Rise Network Inc

Constitution

23 January 2025

Helen's Place

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rise.org.au



RULES OF ASSOCIATION

1 Name of Association

The name of the Association is 'Rise Network Inc.' (hereinafter called 'Rise').

2 Definitions

In these rules, unless the contrary intention appears-

"Annual General Meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"Board Director" means person referred to in paragraph, (b) or (c) of rule 10 (1) and 10 (2);

"Board meeting" means a meeting referred to in rule 15;

"Community Housing Assets" referred to in rule 25 (1) are defined within the Community Housing Regulatory Framework as:

- (a) land and/or premises transferred to the Community Housing Provider (CHP) by the Housing Authority, but does not include land or land and premises that the Housing Authority sells at market value to the CHP
- (b) land and/or premises acquired by the CHP 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
 - (ii) GST input tax credits claimed by the CHP in connection with any supplies which are funded wholly or in part by the Housing Authority
- (c) a legal interest in land and/or premises acquired by the CHP wholly or partly with funding provided or where the acquisition is facilitated by the Housing Authority
- (d) land and/or premises acquired by the CHP wholly or in part with borrowings leveraged off or cash flow generated from any assets in the CHP's portfolio in which the Housing Authority has or had an interest
- (e) land and/or premises where the Housing Authority is identified as having an interest in any legal agreement
- (f) 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
- (g) housing constructed by the Housing Authority or improvements made on land and/or premises by the Housing Authority.

"Community Housing Provider" (CHP) as referred to in rule 25 (1) are defined within the Community Housing Regulatory Framework as an organisation that provides community housing;

"Convene" means to call together for a formal meeting;

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

"Financial year" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter

each period commencing 1 July and ending on 30 June in the following year;

"General meeting" means a meeting to which all Members are invited;

"Housing Authority"- means the statutory body corporation established under the Housing Act 1980 (WA).

"Member" means financial member of the Association;

"Ordinary resolution" means a resolution other than a special resolution;

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

"Registered" as referred to in rule 25 (2) is defined within the Community Regulatory Housing Framework as a Community Housing Provider that has successfully achieved registration under the Framework as a tier 1, 2 or 3 provider;

"Special General Meeting" means a general meeting other than the Annual General Meeting;

"Special resolution" has the meaning given by sections 51 and 52 of the Act, that is:

A resolution is a special resolution if it is passed at a general meeting by a majority of not less than seventy-five percent (75%) of the Members of the Association who are entitled under the rules of the Association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a proposed special resolution is submitted, a declaration by the person presiding that the special resolution has been passed shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 Members of the association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

"the Act" means the Associations Incorporation Act 2015;

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

"the Chairperson" means:

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board 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 paragraph (b) of rule 10 (1) or, if that person is unable to perform their functions, the Deputy Chairperson;

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;

"the Board" means the Board of Directors of the Association referred to in rule 10 (1);

"the Deputy Chairperson" means the Deputy Chairperson referred to in paragraph (b) of rule 10 (1).

3 Objects of Association

The objects of the Association are-

- (1) Helping people live a great life.
- (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.

4 Powers of Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that, subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may -

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money-
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and
- (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

5 Qualifications for Membership of Association

- (1) Membership of the Association is open to individuals who support the objects of the Association and the values and purpose of Rise. Membership is available to any individual aged 16 years or over.
- (2) A person who wishes to become a new Member must complete a valid application form which must be endorsed by resolution of the Rise Board.
- (3) The Board of Directors must consider each new membership application made under sub-rule (2) at a Board meeting and must accept or reject that application.
- (4) Where an application for Membership of the Association is rejected under sub-rule (3) the applicant must, if they wish to appeal against that decision, give notice to the Board of their intention to do so within a period of 14 days from the date they are advised of the rejection.
- (5) When notice is given under sub-rule (4), the Association, in a general meeting no later than

the next Annual General Meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

- (6) Members may not make public statements on behalf of Rise unless authorised by the Board, the Board Chair or the CEO.
- (7) Members who are also employees of the Association cannot nominate any person to be elected to the Board of the Association.

6 Register of Members of Association

- (1) The Board, on behalf of the Association, must;
 - (a) comply with section 53 and 54 of the Act by keeping and maintaining, in an up to date condition, a register of the Members of the Association and their contact information; and
 - (b) upon the request of a Member of the Association, shall make the register available for the inspection of the Member
- (2) Any Member, on production of a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of the Association, may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- (3) The Board must cause the name of a person who dies or who ceases to be a Member under rule 8 to be deleted from the register of Members referred to in sub-rule (1).

7 Subscriptions of Members of Association

- (1) The Members may from time to time at a general meeting determine the amount of the subscription to be paid by each Member.
- (2) Each Member must pay to an authorised representative of the organisation, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under sub-rule (1).
- (3) Subject to sub-rule (4), renewal of a member subscription may be made by a current financial member prior to the commencement of the Annual General Meeting.
- (4) A person exercises all the rights and obligations of a Member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within three months thereafter, or such other time as the Board allows.

8 Termination of Membership of the Association

Membership of the Association may be terminated upon-

- (a) receipt by any Board Director of a notice in writing from a Member of their resignation from the Association. Such person 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 termination; or
- (b) non-payment by a Member of their subscription within three months of the date fixed by the

Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7 (3); or

- (c) suspension or expulsion of a Member in accordance with rule 9; or
- (d) the death of the Member.

9 Suspension or expulsion of Members of Association

- (1) If the Board considers that a Member should be suspended or expelled from Membership of the Association because their conduct is considered detrimental to the interests of the Association, the Board must communicate, either orally or in writing, to the Member:
 - (a) notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct,not less than 30 days before the date of the Board meeting referred to in paragraph (a).
- (2) At the Board meeting referred to in a notice communicated under sub-rule (1) (a), the Board may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that Member from Membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- (3) Subject to sub-rule (5), a Member has their Membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to them under sub-rule (2).
- (4) A Member who is suspended or expelled under sub-rule (2) must, if they wish to appeal against that suspension or expulsion, give notice to the Board of their intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4)-
 - (a) the Association in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the Member, 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; and
 - (b) the Member who gave that notice is not suspended or does not cease to be a Member unless and until the decision of the Board to suspend or expel them is confirmed under this sub-rule.

10 Board

- (1) Subject to sub-rule (10), the affairs of the Association will be managed exclusively by a Board of Directors consisting of-
 - (a) not fewer than six (6) nor more than nine (9) persons, all of whom must be Members of the Association and none of whom may be employees of Rise;
 - (b) the following Office Bearer positions, which will be elected by the Board of Directors, by a simple majority vote:

- (i) a Chairperson;
 - (ii) a Deputy Chairperson;
 - (c) Office Bearers will be elected by Board Directors for a two-year term at the first meeting post the Annual General Meeting or as required to fill a casual vacancy. A maximum of four (4) consecutive terms (each term of two years in length) only will be served by one individual in any one of these offices,
 - (d) the Chief Executive Officer of Rise and any other Rise staff member as the Board decides as ex-officio attendees without the right to vote.
- (2) Board Directors must be elected to Membership of the Board at an Annual General Meeting or appointed under sub-rule (6).
- (3) Subject to sub-rule (6), a Board Director:
- (a) will serve a term from their election at an Annual General Meeting for a period of two (2) years.
 - (b) is eligible for re-election to Membership of the Board for a period not exceeding eight (8) consecutive years.
 - (c) after eight (8) consecutive years, may nominate for re-election after an absence of not less than the interval between one (1) Annual General Meeting.
- (4) A person is not eligible for election to Membership of the Board unless a Member has been nominated for election by delivery of a notice in writing of that nomination, signed by-
- (a) the nominator; and
 - (b) the nominee to signify their willingness to stand for election,
- to the Board not less than 28 days before the day on which the Annual General Meeting concerned is to be held.
- (5) A person who is eligible for election or re-election under this rule may-
- (a) propose or second themselves for election or re-election; and
 - (b) vote for themselves.
- (6) If a vacancy occurs on the Board, or when a casual vacancy within the meaning of rule 14 occurs in the Membership of the Board:
- (a) the Board may appoint a Member to fill that vacancy; and
 - (b) a Member appointed under this sub-rule will-
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to Directorship of the Board at the following Annual General Meeting.
- (7) The Board will, from time to time, define selection criteria for Board Directors as agreed within the Position Description. This will assist the Board in determining the criteria of its members to manage and govern the Association.
- (8) Subject to Section 39 and 40 of the Act, persons who are not eligible to be members of the Board include;

- (a) a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - (b) a person who has been convicted, within or outside the State, of —
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
 - (iii) an offence under Division 3 or section 127 of the Act.
 - (c) an employee of the Association.
- (9) A person to whom Sections 39 and 40 apply must not, without leave of the Commissioner, accept an appointment to the Board of Directors or act as a member of a Board Advisory Committee of Rise.
- (10) The Board may delegate, in writing, to one or more Board Advisory Committees (consisting of such Member or Members of the association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than:
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (11) Any delegation under sub-rule (10) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- (12) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (10).
- (13) In accordance with section 41 of the Act, when a member ceases to be a Board Director all documentation pertaining to the affairs of the Association must be delivered to a member of the Board.

11 Chairperson and Deputy-Chairperson

- (1) Subject to this rule, the Chairperson must preside at all general meetings and Board meetings.
- (2) In the event of the absence from a general meeting of-
 - (a) the Chairperson, the Deputy-Chairperson; or
 - (b) both the Chairperson and the Deputy-Chairperson,
 a Member elected by the other Members present at the general meeting, must preside at the general meeting.
- (3) In the event of the absence from a Board meeting of
 - (a) the Chairperson, the Deputy-Chairperson; or
 - (b) both the Chairperson and the Deputy-Chairperson,
 a Board Director elected by the other Board Directors present at the Board meeting, must preside at the Board meeting.

12 Secretarial Functions

The Board, through delegation to an authorised representative, shall-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Board meetings and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 53 of the Act with respect to the register of Members of the Association, as referred to in rule 6;
 - (ii) sections 28, 35 and 36 of the Act by keeping and maintaining in an up to date condition the rules of the Association, a copy of which will be made available to members upon joining.
 - (iii) upon request by a Member of the Association, these rules will be made available for inspection by the Member and the Member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iv) section 58 of the Act by maintaining a record of -
 - (1) the names and contact information of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board; and
 - (2) the names and contact information of any persons who are appointed or act as trustees on behalf of the Association,and the Board must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
- (d) ensure the custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c).

13 Treasury Functions

The Board, through delegation to an authorised representative, is responsible for:

- (a) the receipt of all moneys paid to or received by, or by them on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) payment of all money referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- (c) the making of payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by any two others as are authorised through delegation by the Board;
- (d) comply on behalf of the Association with Part Five (5) of the Act with respect to the accounting records of the Association by:
 - (i) keeping such accounting records as to correctly record and explain the financial transactions, financial position and performance of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of

the Association to be prepared from time to time;

- (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to Members at each Annual General Meeting of the Association a financial report showing the financial statements of the Association at the end of the immediately preceding financial year.
- (e) regularly presenting the Board with financial reports that will allow it to effectively review and assess the financial position and performance of Rise;
- (f) delegate to an authorised representative on behalf of the Board the 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).

14 Casual vacancies in Membership of Board

- (1) A casual vacancy occurs in the office of a Board Director and that office becomes vacant if the Board Director-
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Board Director is the Chairperson, to the Deputy-Chairperson and that resignation is accepted by resolution of the Board;
 - (c) is convicted of an offence under the Act;
 - (d) is permanently incapacitated by mental or physical ill-health;
 - (e) is absent from -
 - (i) three (3) consecutive Board meetings without formal grant of leave; or
 - (ii) a total of five (5) meetings in any one (1) year without formal grant of leave; for which meetings the Director received notice,and for which the Board has subsequently resolved to declare the position vacant;
 - (f) ceases to be a Member of the Association; or
 - (g) is the subject of a resolution passed by a general meeting of Members terminating their appointment as a Board Director.
- (2) The Board may co-opt a Member to fill a casual vacancy. The tenure of such a co-opted Member will cease at the Annual General Meeting following the date of their co-option unless elected to the Board in accordance with sub-rule 10(2).
- (3) If there are fewer Board Directors than required for a quorum under rule 15(4), the Board may act only for the purpose of:-
- (a) appointing Board Directors under this rule; or
 - (b) convening a general meeting.

15 Proceedings of the Board

- (1) The Board must meet for the dispatch of business at times and frequencies as resolved by the Board from time to time, but not less than six (6) times in each financial year.
- (2) Each Board Director has a deliberative vote which is undertaken by a show of hands or secret ballot, if requested by a sitting Board Director.
- (3) A resolution or motion arising at a Board meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Board meeting will have a casting vote in addition to their deliberative vote.
 - (a) A resolution in writing, signed by majority of the Board Directors for the time being, shall be as valid and effectual as if it had been passed at a meeting of the Directors duly convened and held. Any such resolution may consist of several documents in like form, each signed by one or more Directors. The expressions “**in writing**” or “**signed**” include approval by legible confirmed transmission by facsimile or other forms of electronic communications. The resolution is passed when the last director signs. Such resolution shall be entered into the Board Resolution Register.
- (4) At a Board meeting 50% or greater of sitting Directors constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board Directors present at the Board meeting.
- (6) As required under sections 42 and 43 of the Act, a Board Director having any direct or indirect matters of material personal interest, must:
 - (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that matter unless the Board agrees the direct or indirect matter does not constitute a material interest
- (7) The Board must cause every disclosure made under sub-rule (6) (a) by a Member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.
- (8) Notice of Board meetings will be issued not less than seven (7) days prior to the meeting.
- (9) The Association may make provision for members of the Board of Directors to receive Sitting Fees, subject to a motion being passed by Special Resolution at an Annual General Meeting. The resolution must include the Sitting Fee rate to be applied.
- (10) The presence of a Board Director at a Board meeting need not be by attendance in person but may be by that Board Director and each other Board Directors at the meeting being simultaneously in contact by telephone or other means of instantaneous communication, where such a communication channel is provided. A Board Director who participates in a Board meeting as aforesaid is taken to be present at the meeting and, if the Board Director votes at the meeting, the Board Director is taken to have voted in person.

16 General meetings

- (1) The Board -
 - (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within six (6)

months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner;

- (c) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than ten percent (10%) of Members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Board receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
 - (d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next Annual General Meeting in relation to the Board's rejection of their application and the Association at that meeting must confirm or set aside the decision of the Board.
- (2) The Members making a request referred to in sub-rule (1) (c) (i) must:
- (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 sub-rule (1) (c) (i), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Board; or
 - (b) in sub-rule (1) (c) (ii), the Member who gave the notice concerned may themselves convene a Special General Meeting as if they were the Board.
- (4) When a Special General Meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- (5) Subject to sub-rule (7), the Board must give to all Members not less than 14 days notice of a Special General Meeting and that notice must specify:
- (a) when and where the Special General Meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the Special General Meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Board must distribute advice to all Members, not less than 21 days' notice of an Annual General Meeting, the notice of which must specify-
- (a) when and where the Annual General Meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, including
 - (i) the consideration of the accounts and reports of the Board;
 - (ii) candidates for position of Board Director, the election of Board Directors to replace outgoing Board Directors; and
 - (iii) any other business requiring consideration by the Association at the Annual General Meeting.
- (7) A special resolution may be moved either at a Special General Meeting or at an Annual

General Meeting, however the Board must give to all Members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Board must give a notice under sub-rule (5), (6) or (7) by:

- (a) serving it on a Member personally; or
- (b) sending it by post or other means to a Member.

Any notice given to a Member must be sent to the Member's contact details set out in the Register of Members kept and maintained under rule 6.

(9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.

(10) Items for inclusion on the agenda as 'general business' must reach Rise's office not less than fourteen (14) days prior to the meeting date.

17 Quorum and proceedings at general or special meetings

(1) At a General or Special General Meeting, two (2) 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 (6)-

- (a) 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 sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the Members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any 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 Board must give notice under rule 16 of the adjourned general meeting as if the meeting were a fresh general meeting.

(7) At a general meeting-

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
- (b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and

(11).

- (8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).
- (9) At a general meeting, a poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.
- (12) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication, where such a communication channel is provided. A member who participates in a general meeting as aforesaid is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

18 Minutes of meetings of Association

- (1) The Board 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.
- (2) The Chairperson must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Board meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Board meeting, as the case requires.
- (3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-
 - (a) the general meeting or Board meeting to which they relate (in this sub-rule called "the meeting") was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting were validly made.

19 Voting rights of Members of Association

Subject to these rules, each Member present in person or by proxy at a general meeting is entitled to a deliberative vote.

20 Proxies of Members of Association

A Member (in this rule called "the appointing Member") may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at, any general meeting.

21 Rules of Association

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 Division 2 of the Act, which is as follows-
 - (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
 - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certification given by a Board Director confirming that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) An alteration of the rules of the Association does not take effect until compliance with sub-rule (1) (b) is achieved;
 - (d) An alteration of the rules of the Association having effect to change the name of the Association does not take effect until compliance with sub-rules (1) (a) to (1) (c) is achieved and the approval of the Commissioner is given to the change of name;
 - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until compliance with sub-rules (1) (a) to (1) (c) is achieved and the approval of the Commissioner is given to the alteration of the objects or purpose.
- (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 provisions.

22 Common Seal

The Association may execute a document without a common seal if the document is signed by:

two (2) Board members; or

one (1) Board member and a person authorised by the Board.

23 Inspection of records, etc. of Association

At an agreed time during office hours and at Rise premises a Member, under staff or Board Director supervision, may inspect without charge the books, documents, records and securities of the Association, except those which are commercial-in-confidence or contain confidential client or staff information.

24 Disputes and mediation

- (1) The grievance procedure set out in this rule applies to disputes under these rules between:
 - (a) a Member and another Member; or
 - (b) a Member and the Association; or

- (c) if the Association provides services to non-Members, those non-Members who receive services from the Association, 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 the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, 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 Board of the Association;
 - (ii) in the case of a dispute between a Member or relevant non-Member (as defined by sub-rule (1)(c)) and the Association, a person who is a mediator appointed to, or employed with a similar not for profit organisation.
- (5) A Member of the Association can be a mediator.
- (6) The mediator cannot be a Member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must:
 - (a) give the parties to 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.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) 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.

25 Distribution of surplus property on winding up of Association

- (1) Surplus property, in relation to the Association, means property remaining after satisfaction of:
 - (a) the debts and liabilities of the Association; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association or Community Housing Assets.
- (2) On the cancellation of the incorporation or the winding up of the Association:

- (a) all Community Housing Assets are to be returned to the Housing Authority or transferred to another registered CHP in Western Australia in agreement with the Housing Authority; and
 - (b) its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.
- (3) The decision to wind up the Association will be by a special resolution as defined under rule 2.

26 Revocation

If the Association is wound up or if the endorsement of the Association as a deductible gift recipient is revoked, the following assets remaining after the payment of the Association's liabilities shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the organisation
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- (c) money received by the organisation because of such gifts and contributions.

27 Amendments to the Constitution

- (1) Amendments to the Constitution must be in accordance with the Act.
- (2) This Constitution may be amended by a special resolution as defined under rule 2 and in line with rule 17 (7) (b)

28 Auditor

The auditor of Rise will be appointed, on an annual basis, by a majority vote of Members present and voting at an Annual General Meeting.