

# MONSIGNOR HAWES HERITAGE INCORPORATED

## RULES OF ASSOCIATION

(As approved by Department of Mines, Industry Regulation and Safety 5 August 2022)

### 1 - Name of Association

The name of the Association is Monsignor Hawes Heritage Incorporated, hereinafter referred to as the Association.

### 2 - Definitions

In these rules, unless the contrary intention appears-

- i. "annual general meeting" is the meeting convened under rule 16;
- ii. "financial year" means a period commencing 1 July and ending on 30 June in the following year;
- iii. "Board of Management meeting" is for the attendance of board members
- iv. "member" means member of the Association;
- v. "ordinary resolution" means resolution other than a special resolution;
- vi. "poll" means voting conducted in written form (as opposed to a show of hands);
- vii. "special general meeting" means a general meeting other than the annual general meeting;
- viii. "the Act" means the Associations Incorporation Act 2015;
- ix. "the Association" means the Association referred to in rule 1;
- x. "the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act;
- xi. "the Board" means the Board of Management of the Association.

### 3 - Objects of Association

The objects of the Association are-

- (a) To increase national and international awareness of Monsignor Hawes' rich architectural legacy and his contribution to early Australian heritage
- (b) To encourage and assist people with the material conservation of the Monsignor Hawes' legacy
- (c) To encourage the development of local groups with Monsignor Hawes Heritage interests

- (d) To forge links with other religious and tourism heritage groups locally, throughout Australia and overseas
- (e) To provide opportunities for educational institutions and bodies promoting tourism in the Midwest and Gascoyne regions to be involved in projects initiated or supported by the association
- (f) To celebrate, educate and inform people of Monsignor Hawes' legacy and heritage
- (g) To undertake and assist in projects which are relevant to the regions' overall tourism heritage or any other object of the Association
- (h) To work closely with the regional communities to achieve the objects of the Association.
- (i) To acknowledge and keep alive the rich spiritual heritage that Monsignor Hawes brought to the Mid-West and Gascoyne regions.

#### **4 - Powers of Association**

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 or direct funds through the Catholic Development Fund as appropriate;
- (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) may 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 shall be open to any person or organisation who:
  - (a) is in agreement with the objects of the association.
  - (b) is not a paid employee of the association.
  - (c) has satisfied the procedure for membership specified below.
- (2) There shall be two classes of members:
  - (a) Ordinary Members are individuals who have applied in writing for membership and been accepted as a member by a majority vote of the Board. All ordinary members are entitled to vote at all general meetings of the Association.
  - (b) Organisational Members are companies, organisations or incorporated bodies who apply in writing to the Board for membership or are invited by the Board to become a member and accepted that offer. They must also be accepted as a member by a majority vote of the Board.

An organisational member shall nominate one person to represent them at meetings, this person is entitled to vote at all general meetings of the

Association on behalf of their member organisation. An organisational member may seek approval in writing of the Board to change the nominated representative. The organisational members' representative may be voted onto the Board during the Annual General Meeting or may be offered a position when a vacancy occurs.

- (3) Reasons for the rejection of any application for membership must be minuted in the minutes of the Board meeting and these reasons communicated in writing to the individual or organisation seeking membership within 28 days of the Board meeting.

#### **6 - Register of members of Association**

- (1) The Secretary must comply with section 53 of the Act by keeping and maintaining, in an up to date manner, the register of the members of the Association and their postal, residential or email addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member.
- (2) The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.
- (3) The Secretary has permission to remove the name of a person who dies or ceases to be a member from the register.

#### **7 - Subscriptions of members of Association**

- (1) The committee may from time to time determine the amount of the annual subscription and fees to be paid by each member.
- (2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined.
- (3) A member whose subscription is not paid within 3 months after the relevant date fixed ceases on the expiry of that period to be a member, unless the Committee decides otherwise.
- (4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date within 3 months thereafter, or such other time as the Committee allows.

#### **8 - Termination of membership of the Association**

- (1) Membership of the Association may be terminated upon-
  - (a) receipt by the Secretary or another Board member of a notice in writing from a member of his or her resignation from the Association; or
  - (b) expulsion of a member.
- (2) An Ordinary Member who has not attended the Annual General Meeting, a Special General Meeting or a Board Meeting in the preceding three years shall cease to be a Member of the Association unless the Board determines otherwise.

- (3) An Organisational Member shall cease to be a Member of the association two years from date of acceptance of membership by the Board. At the expiration on membership term the Board can offer the organisational member a further term of two years.

#### **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 his or her conduct is detrimental to the interests of the Association, the Board must communicate, 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.
- (2) At the Board meeting the Board may, having afforded the member concerned a reasonable opportunity to be heard by 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 appeal, a member has his or her 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 him or her.
- (4) A member who is suspended or expelled must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days.
- (5) When an appeal notice is received -
  - (a) the Association in a Board 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 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 him or her is confirmed.

#### **10 - Board of Management**

- (1) The Board of Management shall consist of between five and ten members and be made up of the following:
  - (a) Representatives of the Owner of the buildings – Up to 3 positions (No less than 2)
  - (b) Organisational – Up to 5 positions (No less than 2)
  - (c) Community – Up to 4 positions (No less than 1)
  - (d) Ex officio – Staff member or other appointed member(s)

- (2) The Board will set the number of members to be appointed to the Board for the following year at least one month prior to the AGM. In the event that no decision is made by the Board the number on the Board for the following year shall remain the same as the current year.
- (3) The Chair will be appointed by the Roman Catholic Bishop of Geraldton from Members appointed to the Board.
- (4) A Board of Management shall be appointed from membership at each Annual General Meeting.
- (5) Each representative on the Board of Management shall be appointed for two-year terms with an opportunity to re-nominate onto the Board of Management at the expiry of each term.
- (6) Appointments to the inaugural Board of Management shall be staggered one year and two-year terms respectively.
- (7) Written nominations for Board of Management positions must be received by the Secretary no later than one day (24 hours) prior to the Annual General Meeting.
- (8) Should not enough nominations be received by the Secretary prior to the Annual General Meeting, nominations may be called at the Annual General Meeting itself to fill any unfilled positions that had been advertised. Those formal nominations received by the due date automatically become a representative onto the Board of Management in this instance and formalised as such at the Annual General Meeting.
- (9) If a Board of Management office is vacated prior to the next Annual General Meeting, the Board of Management shall have the power to fill any vacancy by canvassing the membership seeking a qualified candidate.
- (10) At the discretion of the Board, and authorised by a resolution of the Association, a Board member is entitled to be paid out of the funds of the Association for any out-of-pocket expenses for travel and accommodation properly incurred:
  - a. in attending a Board meeting or
  - b. in attending a general meeting; or
  - c. otherwise in connection with the Association's business.

#### **11 - Chair**

- (1) Subject to this rule, the Chair shall preside at all meetings of the Monsignor Hawes Heritage Inc
- (2) In the event of the absence from a general meeting of the Chair - 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 the Chair a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.

- (4) A question arising at a meeting must be decided by a majority of votes, but, if there is no majority, the Chair will have a casting vote in addition to his or her deliberative vote.

#### **12 - Secretary**

- (1) The Secretary must-
- (a) co-ordinate the correspondence of the Association;
  - (b) keep full and correct minutes of the proceedings of the Board of Management and of the Association;
  - (c) have custody of all books, documents, records and registers of the Association;
  - (e) perform such other duties as are imposed by these rules on the Secretary.
- (2) The Board of Management may delegate some or all of the above duties to staff or a third party

#### **13 - Treasurer**

- (1) The Treasurer must-
- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
  - (b) pay all moneys into such account or accounts of the Association as the Board of Management 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 Board of Management and in so doing ensure that all payments are authorised by two authorised committee members;
  - (d) keep and maintain records as detailed below-
    - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position 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; and
    - (iii) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
  - (e) whenever directed to do so by the Chair, 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, and
  - (g) perform such other duties as are imposed by these rules on the Treasurer.
- (2) The Board of Management may delegate some or all of the above duties to staff or a third party.

#### **14 - Casual vacancies in membership of Board**

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

- (a) dies;

- (b) resigns by notice in writing delivered to the Chair or, if the Board member is the Chair, to the Vice-Chair 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 more than-
  - (i) 3 consecutive Board meetings; or
  - (ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings; of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (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 his or her appointment as a Committee member.

### **15 - Board of Management Meetings**

- (1) The Board must meet together for the dispatch of business not less than two times in each year and the Chair, or at least half the members of the Board, may at any time convene a meeting of the Board.
- (2) Each Board member has a deliberative vote.
- (3) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the Chair will have a casting vote in addition to his or her deliberative vote.
- (4) At a Board meeting a quorum shall constitute at least four (4) or 50% of the Board Membership whichever is the greater, who are present in person or via technology.
- (5) The procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the meeting.
- (6) A Board member having any direct or indirect pecuniary interest in an issue to be discussed by the Board must-
  - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
  - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (7) The Secretary must record every disclosure by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

### **16 - Annual General Meeting**

- (1) The Board 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 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; and

- (2) The Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice 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 is as follows-
    - (i) first, the consideration of the accounts and reports of the Board;
    - (ii) second, the election of Board members to replace outgoing Board members; and
    - (iii) third, any other business requiring consideration by the Association
- (3) At an annual general meeting if membership is greater than sixteen, eight members will form a quorum. However, if the membership is less than sixteen a quorum will be filled by fifty per cent of the membership but no less than 4 people.
- (4) A special resolution may be moved at an annual general meeting; however the Secretary must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. The special resolution must be passed by no less than 75% majority of members voting. The notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (5) The Secretary must give a notice by-
  - (a) serving it on a member personally; or
  - (b) sending it by hard copy or electronically to a member at the address of the member appearing in the register of members

#### **17 - Special General Meetings**

- (1) A Special General Meeting can be called by the;
  - (a) Chair
  - (b) Board
  - (c) A request from not less than 20% of members
- (2) The Board must, within 30 days of receiving a request in writing to do so, convene a special general meeting for the purpose specified in that request.
- (3) The members making a request must-
  - (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (4) If a special general meeting is not convened within the relevant period of 30 days the members who made the request concerned may themselves convene a special general meeting as if they were the Board;
- (5) When a special general meeting is convened the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (6) The Secretary must give to all members not less than 21 days' notice of a special general meeting, in the format outlined in rule 16 (5), and that notice must specify-
  - (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted and order of business.

- (7) At a special general meeting if membership is greater than sixteen eight members will form a quorum. However, if the membership is less than sixteen a quorum will be filled by fifty per cent of the membership but no less than 4 people.
- (8) If within 30 minutes after the time specified for the holding of a general meeting or a special general meeting, a quorum is not present;
  - (a) in the case of a special general meeting, the special general meeting lapses;
  - or
  - (b) in the case of the annual general meeting, the annual general meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (9) 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.
- (10) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (11) At all general meetings-
  - (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands and
  - (b) a special resolution put to the vote will be decided by not less than 75% majority
- (12) A declaration by the Chair of all general meetings that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact
- (13) At all general meetings, a poll may be demanded by the Chair or by three or more members present in person and, if so demanded, must be taken in such manner as the Chair directs.
- (14) If a poll is demanded and taken in respect of an ordinary resolution, a declaration by the Chair of the result of the poll is evidence of the matter so declared.
- (15) A poll demanded must be taken immediately on that demand being made.

#### **18 – Use of technology to be present at all forms of Meetings**

- (1) The presence of a member at all forms of meetings, including Board of Management Meetings, Annual General Meetings, Special General Meetings and committee meetings 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.
- (2) A member who participates in a meeting as allowed under subrule (1) 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.

### **19- Minutes of meetings of Association**

- (1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and recorded.
- (2) The Chair must ensure that the minutes taken of a general meeting or Board meeting are checked and agreed as correct by the Chair of the next succeeding general meeting or Board meeting, as the case requires.
- (3) When minutes have been entered and agreed 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 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 have been validly made.

### **20 - Non-Profit Clause**

The income and property of the Association shall be applied solely to the promotion of its objectives and no part thereof shall be paid or transferred directly or indirectly by way of dividend, bonus, or otherwise by way of pecuniary profit to the members, provided that remuneration may be paid in good faith to persons, members or otherwise in return for service actually rendered to, or expenses incurred on behalf of the Association.

### **21 - Rules of Association**

- (1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with:
  - (a) 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 the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association
  - (c) An alteration of the rules of the Association does not take effect until the Commissioner is notified.
  - (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until 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 sub-rules until approval of the Commissioner is given to the alteration of the objects or purposes.
  - (f) The Australian Taxation Office will be notified in writing of any alteration to the rules especially alterations that will affect the entitlement for endorsement.
- (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 of Association**

- (1) The Association must have a common seal on which its corporate name appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chair, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

## **23 - Inspection of records, etc. of Association**

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

## **24 - Distribution of surplus property on winding up of Association**

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 must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

## **25 – Distribution of Deductible Gift Recipient Funds on Winding Up of Association or Revocation of DGR Status**

If the organisation is wound up or its endorsement as a Deductible Gift Recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- Gifts of money or property for the principal purpose of the organisation,
- Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and,
- Money received by the organisation because of such gifts and contributions.

## **26 - 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 of 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) 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 sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a 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;
  - (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.