

17 March 2010 – Proposed Rules of Association 2010



Rules of Association

The Scout Association of Australia
Western Australian Branch
(Incorporated)

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Name, Powers, Objects and Rules of the Association

1. Name of the Association

The name of the Association is “The Scout Association of Australia, Western Australian Branch (Incorporated)” (**Branch**).

2. Objects of the Branch

- (1) The objects of the Branch are the same as those of the Scout Association and include the “Mission”, the “Aim” and the “Principles of Scouting” set out in Rules 2(2), 2(3) and 2(4).
- (2) The “Mission” of the Scout Association is to contribute to the education of young people through a value system based on the “Scout Promise and Law”, to help build a better world where people are self-fulfilled as individuals and play a constructive role in society.
- (3) The “Aim” of the Scout Association is to encourage the physical, intellectual, emotional, social and spiritual development of young people so that they take a constructive place in society as responsible citizens and as members of their local, national and international communities.
- (4) The “Principles of Scouting”, as identified by the founder, Lord Baden-Powell, are that members of the Scout Movement serve their God, act in consideration of the needs of others and develop and use their abilities to the betterment of themselves, their families and the community in which they live.
- (5) The property and income of the Branch shall be applied solely towards the promotion of the objects of the Branch and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects.

3. Definitions

The following words and terms have the following meanings:

Act means the *Associations Incorporation Act (1987) (WA)*, as amended.

Additional Supporter is defined in Rule 10(2).

Adult Leader means an adult holding a Certificate of Adult Leadership in the Scout Movement duly issued by the Chief Commissioner.

Annual General Meeting (AGM) means the annual general meeting of the Branch Council held pursuant to these Rules.

Assistant Branch Commissioner means an Adult Leader appointed to that position pursuant to Rule 16(3).

Assistant Chief Commissioner means an Adult Leader appointed to that position pursuant to Rule 16(3).

Auditor means the registered auditor or company of registered auditors appointed by the Board to be the auditor(s) of the Branch pursuant to Rule 41(1).

Board means the Board of the Branch comprising of members appointed under Rule 27 and having powers and duties as set out in Rule 6(2) in respect of making Regulations under these Rules, and as specified in these Rules.

Board Charter means the Board Charter adopted by the Board under Rule 26(1) for the proper and effective operation of the Board.

Board Member means a member of the Board.

Board Secretary means the person elected by the Board to that office of the Board pursuant to Rule 30(9).

Branch means The Scout Association of Australia Western Australian Branch named in Rule 1.

Branch Commissioner means an Adult Leader appointed to that position pursuant to Rule 16(3).

Branch Council is defined in Rule 16.

Branch Headquarters means the principal office of the Branch, as determined by the Board.

Business Day means a day other than Saturday, Sunday or a day gazetted as a public holiday in Western Australia.

Certificate of Adult Leadership means a certificate issued to an adult Member by the Chief Commissioner that authorises that person to undertake a specified role in a uniformed capacity.

Chief Commissioner means an Adult Leader appointed to that position pursuant to Rule 36.

Chief Executive Officer means the person appointed to that office by the Board pursuant to Rule 38(1).

Chairperson means in the case of chairperson of meetings of the Branch Council the person determined pursuant to Rule 20, and in the case of chairperson of the Board the person elected by the Board to that office of the Board pursuant to Rule 30(9).

Chief Scout means a position held by the Governor of Western Australia or alternative, appointed by the Chief Scout of Australia on the recommendation of the Board in its absolute discretion.

Code of Conduct means the National Code of Conduct described in Policy P5.2 of the Policy and Rules.

Commissioner for Consumer Protection means the person designated as the "Commissioner" from time to time under the Act.

Common Seal means the common seal of the Branch as described in Rule 52(1).

Commonwealth means the Commonwealth of Australia and its external territories.

Corporations Act means the *Corporations Act 2001* (Cth).

Council means Branch Council.

Deputy Chairperson means the person elected by the Board to that office of the Board pursuant to Rule 30(9).

Deputy Chief Commissioner means an Adult Leader appointed to that position pursuant to Rule 16(3).

Dispute means a dispute arising under or relating to these Rules, including an alleged breach of the Act.

District means an area of responsibility designated by the Board.

District Commissioner means an Adult Leader appointed to that position pursuant to Rule 16(3).

Executive Manager means the person appointed to that office by the Board pursuant to Rule 38(3).

Field Commissioner means an Adult Leader appointed to that position pursuant to Rule 16(3).

Financial Member means any person 18 years of age and over who has had an application by that person for membership of the Branch accepted and not revoked by a person authorised for such purposes by the Board and who has paid the appropriate Membership Fee covering the relevant period.

Financial Year End means midnight on 31 March in each year, or such other time as the Board, with the approval of the Branch Council shall determine.

General Meeting means either an Annual General Meeting or a Special General Meeting.

Group Leader means an Adult Leader appointed to that position by a District Commissioner.

Honorary Committee Member means an honorary member of a committee appointed to that position as a Member in accordance with Rule 42.

Honorary Member means a person appointed to that position as a Member in accordance with Rule 42.

Honorary Treasurer means the person appointed to the office of Honorary Treasurer pursuant to Rule 37(2).

Life Member means a person appointed to that position as a Member in accordance with Rule 42.

Member is defined in Rule 10(1).

Membership Fee means the annual subscription, as determined by the Board for each category of membership, payable in order to be registered by the Branch as a Youth Member or, in the case of a person 18 years of age and over, as a Financial Member of the Branch.

Movement means The Scout Movement.

National Chief Executive means the Secretary of the National Executive Committee.

National Executive Committee means the committee appointed by the National Council to manage the affairs of the Scout Association.

National Council means the governing body of the Scout Association.

Officer means each:

- a) Board Member; and
- b) Adult Leader.

Ordinary Resolution means a resolution other than a Special Resolution.

Policy and Rules means the Scout Association's "National Policy and Rules 2008", as varied or replaced from time to time.

Poll means voting conducted in written form, as opposed to a show of hands.

President means a person appointed to that position by the Branch Council pursuant to Rule 37(2).

Project Commissioner means an Adult Leader appointed to that position pursuant to Rule 16(3).

Register means a register of Members kept and maintained pursuant to Rule 14.

Regulation means a regulation pursuant to Rule 44.

Returning Officer means the person appointed to assist with the conducting of Branch elections, and of any other matter, including the polling of Members, as the Board may direct.

Rover means a person who is a member of a Section that is a Rover Crew.

Scout Association means The Scout Association of Australia, a body incorporated by Royal Charter dated 17 October 1967 to have full control, in all matters of policy and practice, of the Scout Movement in Australia and its Territories.

Scout Movement means all formations and members in Australia and worldwide accorded membership status by the World Organisation of the Scout Movement.

Scout Promise means for adult members of the Scout Movement the following promise:

“On my honour, I promise that I will do my best to do my duty to my God and to Australia, to help other people, and to live by the Scout Law”, or alternatively

“On my honour, I promise that I will do my best to do my duty to my God and to the Queen of Australia, to help other people, and to live by the Scout Law”.

Section means either a Joey Mob, a Cub Scout Pack, a Scout Troop, a Venturer Unit, or a Rover Crew, each established for Youth Members within defined age ranges.

Special General Meeting refers to all meetings of the Branch Council other than the Annual General Meeting held pursuant to these Rules.

Special Resolution has the meaning given by section 24 of the Act, that is, a resolution which is passed by a majority of not less than three-fourths of the Members who are entitled under the Rules to vote and vote in person or by proxy appointed in accordance with Rule 24(2) at a General Meeting, of which notice specifying the intention to propose the resolution as a special resolution was given.

Surplus Property has the meaning given to it in the Act, that is, the property remaining after satisfying the debts and liabilities of the Branch and the costs, charges and expenses of winding up the Branch when the Branch is wound up or incorporation is cancelled

Uniformed Member means an Adult Leader or Rover who is 18 years of age and over.

Western Australian Rover Council (WARC) means the assembly of Branch Rovers registered as such by the Branch.

Youth Member means a young person within the age ranges defined by the Scout Association for each Section and who is registered by the Branch as a member of the Scout Movement. For the avoidance of doubt; a Rover is a Youth Member and if 18 years of age or over, also a Uniformed Member, and if having paid the appropriate Membership Fee, also a Financial Member and therefore a Member of the Branch as defined in Rule 10(1). Other Youth Members being less than 18 years of age are not a Member of the Branch as defined in Rule 10(1).

4. Interpretation of the Rules

- (1) A reference in a Rule in general terms to a person holding or occupying a particular office or position includes a reference to any person who occupies or performs the duties of that office or position for the time being.
- (2) Unless the contrary intention appears, in these Rules:
 - a) words importing the singular include the plural and vice versa;
 - b) words importing a gender include the others;
 - c) words used to denote persons generally or importing a natural person include any company, corporation, body corporate, body politic, partnership, joint venture, association, board, group or other body (whether or not the body is incorporated);
 - d) reference to a person includes that person's successors and legal representatives;
 - e) reference to a statute, regulation, proclamation, ordinance or by-law includes all statutes, regulations, proclamations, ordinances or by-laws amending, consolidating or replacing it, whether passed by the same or another government agency with legal power to do so, and a reference to statute includes all regulations, proclamations, ordinances and by-laws issued under that statute;
 - f) where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings; and
 - g) "includes" means includes without limitation.
- (3) In these Rules headings and bold type are for convenience only and do not affect the interpretation of the Rules.
- (4) For the purposes of calculating the time period in which notices must be provided under these Rules, the period of notice shall not include the day on which notice is sent but shall include the day on which it is received or deemed to be received.

5. Application of the Act

- (1) These Rules are to be interpreted subject to the Act.
- (2) The replaceable rules set out in the Act may be applied to the Branch where these Rules do not have a rule to govern the matter if the Branch Council decides that particular replaceable rules will apply in such circumstances and for such time as the Branch Council decides is appropriate.
- (3) Unless the contrary intention appears, an expression in a Rule that deals with a matter dealt with by a provision of the Act has the same meaning as in the Act.

6. Exercise of Powers

- (1) The Branch may, in any manner permitted by the Act:
 - a) exercise any power;
 - b) take any action; and

- c) engage in any conduct or procedure,
which under the Act the Branch may exercise, take or engage in if authorised by its Rules.
- (2) The Board may make such Regulations, policies, rules, operating procedures and the like as are necessary or convenient for the effective implementation of these Rules.
- (3) Where these Rules provide that a person or body may do a particular act or thing and the word “may” is used, the act or thing may be done at the absolute discretion of the person or body and without any obligation to provide reasons.
- (4) Where these Rules confer a power to do a particular act or thing, the power is, unless the contrary intention appears, to be taken as including a power exercisable in the like manner and subject to the like conditions (if any) to repeal, rescind, revoke, amend or vary that act or thing.
- (5) Where these Rules confer a power to do a particular act or thing with respect to particular matters, the power is, unless the contrary intention appears to be taken to include a power to do that act or thing with respect to some only of those matters or with respect to a particular class or particular classes of those matters and to make different provision with respect to different matters or different classes of matters.
- (6) Where these Rules confer a power to make appointments to any office or position, the power is, unless the contrary intention appears, to be taken to include a power:
- a) to appoint a person to act in the office or position until a person is appointed to the office or position;
 - b) subject to any contract between the Branch and the relevant person, to remove or suspend any person appointed, with or without cause; and
 - c) to appoint another person temporarily in the place of any person so removed or suspended or in place of any sick or absent holder of such office or position.
- (7) Where these Rules confer a power or imposes a duty then, unless the contrary intention appears, the power may be exercised and the duty must be performed from time to time, as the occasion requires.
- (8) Where these Rules confer a power or impose a duty on the holder of an office as such then, unless the contrary intention appears, the power may be exercised and the duty must be performed by the holder for the time being of the office.
- (9) Where these Rules confer power on a person or body to delegate a function or power:
- a) the delegation may be concurrent with, or to the exclusion of, the performance or exercise of that function or power by the person or body;
 - b) the delegation may be either general or limited in any manner provided in the terms of delegation;
 - c) where the delegation is general as to the terms of delegation, the holder may assume for the time being the title of Acting in the office or position, but not otherwise;

- d) the delegation need not be to a specified person but may be to any person from time to time holding, occupying or performing the duties of, a specified office or position;
- e) the delegation may include the power to delegate for such purposes and with such limits as it set out in the delegation or any amendment of or additional to it;
- f) where the performance or exercise of that function or power is dependent upon the opinion, belief or state of mind of that person or body in relation to a matter, that function or power may be performed or exercised by the delegate upon the opinion, belief or state of mind of the delegate in relation to that matter; and
- g) the function or power so delegated, when performed or exercised by the delegate, is to be taken to have been performed or exercised by the person or body.

7. Powers of the Branch

- (1) The powers conferred on the Branch are the same as those conferred by section 13 of the Act.
- (2) Subject to the Act and to any additions, exclusions or modifications inserted below, the Branch 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; and
 - ii. in any other manner authorised by the rules of the Branch;
 - d) borrow money upon such terms and conditions as the Branch thinks fit;
 - e) give such security for the discharge of liabilities incurred by the Branch as the Branch thinks fit;
 - f) appoint agents to transact any business of the Branch on its behalf; and
 - g) enter into any other contract it considers necessary or desirable.
- (3) In acting as trustee and accepting and holding real and personal property upon trust, the Branch does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Policy and Rules.

8. Rules of the Branch

- (1) These Rules bind the Branch and every Member to the same extent as if the Branch and every Member had signed and sealed these Rules and agreed to be bound by its provisions.
- (2) The Branch must keep an up to date copy of the Rules in force from time to time and shall make it available free of charge to every Member but is not obliged to provide a copy for the Member's retention.

9. Amendment of Rules

- (1) The Branch may alter or rescind or add to these Rules in accordance with the procedure in sections 17, 18 and 19 of the Act, which require a Special Resolution to be passed at a General Meeting.
- (2) A Special Resolution to amend the rules under Rule 9(1) may be proposed by:
 - a) the Board, in which case Rule 9(7)(a) must be complied with; or
 - b) at least fifty (50) Members by providing written notice to the Executive Manager or the Board, in which case Rule 9(7)(b) must be complied with.
- (3) When a Special Resolution is passed to amend these Rules, The Executive Manager must lodge with the Commissioner for Consumer Protection notice of the Special Resolution setting out particulars of the alteration, together with a certificate given by a Member certifying that the resolution was duly passed as a Special Resolution and that the Rules as amended conform to the requirements of the Act, within one month after the Special Resolution is passed or a longer period as the Commissioner for Consumer Protection may allow.
- (4) Subject to Rules 9(5) and 9(6), an amendment to the Rules does not take effect until Rule 9(3) is complied with.
- (5) An amendment to the Rules which has the effect of changing the name of the Branch does not take effect until Rule 9(3) is complied with and the approval of the Commissioner for Consumer Protection is given to the change of name.
- (6) An amendment to the Rules which has the effect of altering the objects of the Branch does not take effect until Rule 9(3) is complied with and the approval of the Commissioner for Consumer Protection is given to the alteration of the objects.
- (7) In addition to the requirements set out in Rules 9(1) to (6), the terms of a Special Resolution to amend the Rules must be conveyed to the President and the Executive Manager:
 - a) at least sixty (60) days prior to the General Meeting where the amendment is proposed by the Board; or
 - b) at least ninety (90) days prior to the General Meeting where the amendment is proposed in a written notice signed by fifty (50) Members.
- (8) Within seven (7) days of the Executive Manager receiving a proposed change to the Rules under Rule 9(7), the Executive Manager must advise the National Chief Executive of the change for the information of the National Council and the National Executive Committee.
- (9) In relation to an amendment to the Rules proposed by the Members under Rule 9(2)(b), the notice of the General Meeting at which the change to the Rules is to be considered may contain:
 - a) a statement of not more than one thousand (1,000) words from the Members proposing it;
 - b) explanatory notes and recommendation of the Board; and
 - c) a statement of not more than one thousand (1,000) words from an individual Board Member,

provided that these materials are provided to the Executive Manager at least seventy (70) days before the General Meeting at which the proposed Special Resolution is to be considered.

Membership

10. Who is a Member of Branch Council

- (1) A member of the Branch (Member) is a member of Branch Council and is any person who is 18 years of age or over and is:
 - a) a Financial Member;
 - b) the Chief Scout;
 - c) a Life Member;
 - d) an Honorary Member;
 - e) an Additional Supporter; or
 - f) a member of the Board.
- (2) The Board may recommend and nominate Additional Supporters of the Scout Movement in Western Australia to be approved and elected by the Branch Council for a specified period or indefinitely provided that there can only be thirty (30) Additional Supporters of the Branch at any one time.
- (3) The Board must use all reasonable endeavours to provide the Executive Manager with the names of those persons who the Board wishes to nominate as Additional Supporters not less than two (2) weeks prior to the date of a General Meeting at which the relevant appointments are to be made.
- (4) Failure by the Board to comply with Rule 10(3) shall not invalidate nominations or appointments if the relevant nominations are made at a later point of time but in time to be considered at the General Meeting.
- (5) Additional Supporters are not required to commit to the Scout Promise, but are entitled to vote as members of the Branch Council.

11. Liability and Entitlements of Members

- (1) The rights and benefits, including voting rights, of Members of each category listed in Rule 10(1), are as specified in these Rules.
- (2) Subject to Rule 10(2), the maximum number of Members is unlimited.
- (3) A Member is not liable, by reason solely of the person's membership, for the liabilities of the Branch or the cost of winding up the Branch.
- (4) Subject to Rule 11(5), no portion of the income or property of the Branch may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (5) Rule 11(4) does not prevent:
 - a) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to the Branch or for goods supplied in the ordinary and usual course of business;

- b) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the “Cash Rate Target” from time to time on money borrowed from any Member;
 - c) the payment of reasonable and proper rent by the Branch to a Member for the premises leased by the Member to the Branch; or
 - d) the reimbursement of expenses incurred by any Member on behalf of the Branch.
- (6) Each Member must comply with:
- a) these Rules; and
 - b) the Policy and Rules.

12. Cessation of Membership

- (1) A person ceases to be a Member:
- a) if the person resigns from membership by notice in writing;
 - b) if the person dies;
 - c) in any other circumstances prescribed in the terms of membership applicable to the person or in any undertaking given by the person upon the person's admission to membership; or
 - d) if the person's membership is cancelled in accordance with Rule 12(2).
- (2) Subject to Rule 12(3), if the Board by a majority of two-thirds of the members of the Board resolves that a person's Membership shall be cancelled as a consequence of their conduct being detrimental to the interests of the Branch or contrary to the objects of the Branch, including failure of that person to:
- a) comply with these Rules;
 - b) comply with the terms of membership applicable to the Member; or
 - c) keep an undertaking given by the Member upon his or her admission to membership,
- that person's membership shall be cancelled immediately upon the resolution being passed.
- (3) Before any resolution to cancel the Chief Commissioner's membership is considered, the Chairperson of the Board shall first inform the President of the circumstances leading to the matter being considered, and the Board Members shall take the President's views into account.
- (4) If a person ceases to be a Member in accordance with Rule 12(1), 12(2) or 12(3) and that person is also a Board Member, that person also ceases to be a Board Member.

13. Membership not Transferable

Unless otherwise provided by the terms of membership, membership of the Branch and of Branch Council is personal to the Member and is not transferable.

14. Membership Register

- (1) The Executive Manager, on behalf of the Branch, must comply with section 27 of the Act by keeping and maintaining, in an up to date condition, a Register of the Members and their postal or residential addresses and, upon the request of a Member of the Branch, shall make the Register available for the inspection of the Member. The Member may make a copy of or take an extract from the Register but shall have no right to remove the Register for that purpose.
- (2) The Register must be kept and maintained at Branch Headquarters.
- (3) The Executive Manager must cause the name of a person who ceases to be a Member under Rule 12 to be deleted from the Register.

15. Resolving Disputes and Addressing Complaints and Concerns

- (1) Resolution of disputes involving one Member and another Member, a Member and the Branch, or non-members (if any) who receive services from the Branch and the Branch, shall follow principles of natural justice and procedural fairness and be in accordance with the Policy and Rules.
- (2) Addressing complaints or concerns raised by a person about the activities of the Branch, its Members, employees, or agents shall follow principles of natural justice and procedural fairness and be conducted in an impartial way and in a manner that protects the complainant's privacy in accordance with the Policy and Rules.

Branch Council

16. Role and Composition of the Branch Council

- (1) The Branch Council is comprised of all current Members and is the governing body of the Branch.
- (2) The following positions shall be appointed by the Branch Council for a term concluding at the next occurring Annual General Meeting:
 - a) the President;
 - b) the Vice President(s); and
 - c) the Honorary Treasurer.
- (3) Nominations for the appointment or reappointment to existing vacancies in the positions listed in Rule 16(2) shall be determined by the Board in accordance with Rule 37 and presented to the next occurring General Meeting by the Chairman of the Board for appointment by election.
- (4) Nominations for the appointment or reappointment to vacancies arising at the next occurring Annual General Meeting in the positions listed in Rule 16(2) shall be determined by the Board in accordance with Rule 37 and presented to that Annual General Meeting by the Chairman of the Board for appointment by election.

17. Branch Council Meetings

- (1) The Board must convene an Annual General Meeting within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within four (4) months after the Financial Year End, or such longer period as may in a particular case be allowed by the Commissioner for Consumer Protection.
- (2) The venue for and date of the Annual General Meeting shall be fixed and arranged by the Board and will normally be held at Branch Headquarters on the last Saturday in July.
- (3) A Special General Meeting shall be convened as soon as practicable where the Executive Manager is requested in writing to do so by any one of the following:
 - a) the President;
 - b) the Chairperson of the Board;
 - c) the Chief Commissioner;
 - d) at least two-thirds of the members of the Board; or
 - e) at least fifty (50) Members.
- (4) Requests made under Rule 17(3) must be signed by the person(s) making the request, state the purpose for which the Special General Meeting concerned is required and include any resolution that is proposed.
- (5) In the event that a request made under Rule 17(3) and that complies with Rule 17(4) is received by the Executive Manager and the Executive Manager does not within ten (10) days thereof issue or cause to be issued a notice to convene a Special General Meeting as soon as practicable and in accord with Rule 18, the person(s) who made the request may issue a notice in accord with Rule 18 to convene a Special General Meeting strictly as specified in the request and the Branch must pay the reasonable expenses of convening and holding that meeting.

18. Notice of Meetings of the Branch Council

- (1) Notice of an Annual General Meeting must be given to all Members at least thirty (30) days prior to the meeting.
- (2) Notice of a Special General Meeting must be given to all Members at least twenty one (21) days prior to the meeting.
- (3) Notices given under Rule 18(1) or Rule 18(2) must specify the date, time and place of the meeting and the particulars of the business to be transacted at the meeting and the order in which that business is to be transacted.
- (4) The business to be transacted at the Annual General Meeting shall be to:
 - a) receive and consider the annual report of the Board;
 - b) consider the accounts of the Branch and the external Auditor's report;
 - c) appoint to such positions on the Council as are required for the forthcoming year in accordance with Rule 16(2);
 - d) ratify the election of Board Members in accordance with Rule 27; and

- e) deliberate on any other matters requiring consideration by the Branch Council at the meeting.
- (5) When a Special Resolution is to be considered at a General Meeting:
 - a) subject to Rule 18(5)(b), the notice of the meeting must be given at least twenty-one days (21) prior to the meeting; and
 - b) when the Special Resolution relates to an amendment of the Rules, the notice of the meeting must be given at least sixty (60) days prior to the meeting; and
 - c) the notice of the meeting must include the Special Resolution to be proposed, and confirmation that it will be considered as a Special Resolution.
- (6) The Executive Manager must give a notice under Rule 18(1), (2) or (5) by:
 - a) serving it on a Member personally;
 - b) sending it by post to a Member at the address of the Member appearing in the Register of Members kept and maintained under Rule 14;
 - c) sending it electronically to a Member at the electronic mail address of the Member appearing in the Register of Members; or
 - d) sending it by any other form of technology determined by the Board.
- (7) When a notice is sent by post under Rule 18(6)(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.
- (8) When a notice is sent by email under Rule 18(6)(c), sending of the notice will be deemed to be properly effected if the notice is addressed to the electronic mail address of the Member appearing in the Register of Members and is electronically mailed to the Member concerned and will be taken to have been given when the transmission has been sent.
- (9) A person may waive notice of any meeting by notice in writing to the Branch Council.
- (10) The non-receipt of notice of a meeting by, or a failure to give notice of a meeting to any person entitled to receive notice of a meeting in accordance with Rules 18(1), (2) or (5) does not invalidate any act, matter or thing done or resolution passed at the meeting if:
 - a) the non-receipt or failure occurred by accident or error; or
 - b) before or after the meeting, the person has waived or waives notice of that meeting under Rule 18(9), or has notified or notifies the Branch of the person's agreement to that act, matter, thing or resolution by notice in writing to the Branch.
- (11) A person's attendance at a meeting waives any objection that person may have to a failure to give notice, or the giving of a defective notice, of the meeting unless the person at the beginning of the meeting objects to the holding of the meeting.

19. Quorum at Branch Council General Meetings

- (1) A quorum consists of forty (40) Members present at the General Meeting in person, or by proxy appointed in accordance with Rule 24(2).

- (2) If a quorum of Members is not present when a General Meeting proceeds to business, then the only business that may be transacted at the General Meeting is the adjournment of the meeting.
- (3) If a quorum is not present within thirty (30) minutes after the time appointed for a General Meeting:
 - a) where the meeting was convened upon the requisition of at least 50 Members in accordance with Rule 17(3)(e), the meeting must be dissolved; or
 - b) in any other case the meeting stands adjourned to such day and at such time and place as the Board determines or, if no determination is made by the Board, to the same day in the week which is two weeks after the time originally appointed at the same time and place and if, at the adjourned meeting, a quorum is not present within thirty (30) minutes after the time appointed for the meeting, the meeting must be dissolved.
- (4) In the event that the meeting is dissolved pursuant to Rule 19(3)(b) and the Board considers it to be necessary to have a decision on any matter included in the business for the meeting originally appointed, then the Board may make the necessary decision which shall take effect until the Branch Council decides to the contrary, but no such later decision of the Branch Council shall operate retrospectively to invalidate the Board's decision or action on it.

20. Presiding Over Meetings

- (1) The Chief Scout shall preside as Chairperson at any meeting of the Branch Council at which the Chief Scout is present.
- (2) In the absence of the Chief Scout, the President, or in the absence of the President, a Vice President shall preside as Chairperson at any meeting of the Branch Council.
- (3) In the absence of the Chief Scout, President and Vice President(s) then the meeting shall have the power to elect from Members a Chairperson for that meeting.
- (4) If no other Member present at the meeting is willing to act as Chairperson, the meeting is dissolved.

21. Conduct of General Meetings

- (1) Any question arising at a General Meeting relating to the order of business, procedure or conduct of the meeting must be referred to the Chairperson, whose decision is final and binding.
- (2) The Chairperson may with the consent of a General Meeting at which a quorum is present, and must if so directed by the meeting, adjourn the General Meeting from time to time and from place to place. No business may be transacted at any adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (3) Where a General Meeting is adjourned for fourteen (14) days or more but less than thirty (30) days, at least seven (7) days notice of the adjourned meeting must be given. Where a General Meeting is adjourned for a period of thirty (30) days or more, the Executive Manager must give notice under Rule 18(1), (2) or (5) (as the case may be) as if the adjourned meeting were a new General Meeting.

22. Decisions at Meetings

- (1) In the case of an equality of votes upon any proposed resolution of the Branch Council, the Chairperson, who has a vote as a Member of the Council pursuant to Rule 23(1) but does not have in addition a deciding vote on any resolution, shall declare the resolution lost.
- (2) A resolution put to the vote of a meeting must be decided on a show of hands unless a poll using voting papers is demanded before the vote is taken or before or immediately after the declaration of the result of the show of hands either by:
 - a) the Chairperson; or
 - b) by at least five (5) Members present and having the right to vote on the resolution.
- (3) A demand for a poll using voting papers does not prevent the continuance of a meeting for the transaction of any business other than the question on which the poll using voting papers has been demanded.
- (4) Unless a poll using voting papers is demanded, a declaration by the Chairperson of a meeting that a resolution has on a show of hands been carried or carried unanimously, or carried by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Branch Council, is conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.
- (5) If a poll using voting papers is demanded at a meeting and provided that the demand for that poll is not withdrawn during the meeting, it will be taken in such manner and either at once or after an interval or adjournment or otherwise as the Chairperson directs, and the result of the poll will be the resolution of the meeting at which the poll was demanded.
- (6) A poll using voting papers demanded at a meeting:
 - a) on the election of a Chairperson of the meeting; or
 - b) on a question of adjournment of the meeting,must be taken immediately.
- (7) If a poll using voting papers is taken, those papers may be destroyed after the conclusion of the meeting in the absolute discretion of the Chairperson.

23. Member's Voting Rights

- (1) Subject to these Rules and to any rights or restrictions attached to any category of membership, at a General Meeting every Member present in person or by a proxy appointed in accordance with Rule 24(2) is entitled to one vote. An objection to the qualification of a person to vote at a meeting:
 - a) must be raised before or at the meeting at which the vote objected to is given or tendered; or
 - b) must be referred to the Chairperson, whose decision is final and binding.
- (2) Unless a vote is disallowed by the Chairperson under Rule 23(1)(b), the vote is valid for all purposes.

24. Representation at Meetings

- (1) Subject to these Rules, each Member entitled to vote at a Branch Council meeting may vote in person.
- (2) A Member may appoint in writing the Chairperson of the meeting to be the proxy of that Member, and to vote on behalf of that Member at any General Meeting, provided that the Chairperson shall exercise the proxy in accordance with that Member's directions.

Board

25. The Role of the Board

- (1) The Board's role is to:
 - a) set the strategic direction for the Branch and oversee the formation and deployment of resources to achieve that strategic direction;
 - b) make, or make nominations or recommendations regarding, the following appointments:
 - i. Chief Scout;
 - ii. Chief Commissioner;
 - iii. President;
 - iv. Vice Presidents;
 - v. Honorary Treasurer;
 - vi. Auditor;
 - vii. significant consultants; and
 - viii. Additional Supporters;
 - c) ensure the overall well-being of the Branch;
 - d) ensure that the Branch complies generally with the Policy and Rules; and
 - e) generally oversee the management of the affairs of the Branch.

26. Board Charter

- (1) The Board shall prepare, and may amend from time to time, a Board Charter that sets out matters contributing to the proper and effective operation of the Board including the committees of the Board, and make that Charter available to Members for inspection upon request.
- (2) The Board shall operate in accordance with the Board Charter.
- (3) The Branch Council, by resolution at a General Meeting, may direct the Board to amend the Board Charter in whatever way it chooses, and the Board shall comply with any such direction.

27. Membership of the Board

- (1) A Board shall be established, comprising not less than twelve (12) Members and not more than fourteen (14) members, which must include the following:
 - a) the Chief Commissioner, who shall be appointed pursuant to Rule 35;
 - b) one (1) of a Deputy Chief Commissioner, an Assistant Chief Commissioner, a Branch Commissioner, an Assistant Branch Commissioner, a Project Commissioner, or a Uniformed Member in an equivalent position;
 - c) one (1) of a District Commissioner, a Field Commissioner, or a Uniformed Member in an equivalent position;
 - d) one (1) of a Group Leader or a Uniformed Member in an equivalent position;
 - e) a past Rover who is less than 30 years of age at the time of appointment to the Board, or in the event that such a person is not forthcoming, a current member of the Western Australian Rover Council;
 - f) the Honorary Treasurer; and
 - g) six (6) Members who are not serving Adult Leaders for the duration of their Board appointment.
- (2) In addition to the persons described in Rules 27(1)(a) to (g), the Board may appoint up to two (2) additional Board Members in its absolute discretion, provided that the appointees are not serving Adult Leaders throughout their appointment to the Board, in order to further enhance the Board's knowledge and skills. If such an additional Board Member chooses not to commit to the Scout Promise, that person may still serve on the Board provided that the person accepts the aim, principles and values that underpin the Scout Movement.
- (3) The members of the Board in the positions described in Rule 27(1)(b) to (g) and in Rule 27(2) hold tenure provided that:
 - a) the positions described in Rules 27(1)(b) and (e) shall be filled for a term of two (2) years with both positions becoming vacant every second year, and in alternate years the positions described in Rules 27(1)(c) and (d) shall be filled for a term of two (2) years with both positions becoming vacant every second year;
 - b) the position described in Rule 27(1)(f) shall be filled by appointment by the Branch Council for a term expiring at the next Annual General Meeting;
 - c) the positions described in Rule 27(1)(g) shall be filled for a term of three (3) years with two positions becoming vacant every year; and
 - d) the positions described in Rule 27(2) shall be filled for a term expiring at the next Annual General Meeting.
- (4) The appointment of the Board Members described in Rules 27(1)(b) to (g) and any appointment to a Casual Vacancy as described in Rule 29 shall be subject to ratification by the Branch Council at the next occurring Annual General Meeting.
- (5) If vacancies remain on the Board after the ratification of Board Members under Rule 27(4), additional nominations of Board Members may be accepted from the floor of the Annual General Meeting and their appointment shall be subject to a vote at that Annual General Meeting.

- (6) If a vacancy remains on the Board after the application of Rule 27(5), or when a Casual Vacancy occurs as defined in Rule 29:
 - a) the Board may exercise its discretion to appoint a suitably qualified person to fill that vacancy; and
 - b) the person appointed will hold the position until the next occurring Annual General Meeting.
- (7) Unless directed otherwise by the Chairperson, the Executive Manager shall be in attendance at all Board meetings and may participate in the discussion at Board meetings. If present in the capacity as Executive Manager the person may not vote on matters before the Board. If present in another capacity as a Board Member, then the person has all of the rights and responsibilities as a Board Member.

28. Retirement of Board Members

- (1) A Board Member holding any position pursuant to Rule 27(1)(b) to (d) may only serve for three (3) consecutive terms, excluding any term when appointed to a Casual Vacancy, after which the person is not eligible to be nominated or appointed as a Board Member for a period of one (1) year.
- (2) A Board Member holding a position pursuant to Rule 27(1)(g) may only serve for two (2) consecutive terms, excluding any term when appointed to a Casual Vacancy, after which the person is not eligible to be nominated or appointed as a Board Member for a period of one (1) year.
- (3) A Board Member holding a position pursuant to Rule 27(2) may be re-appointed by the Board for one further term, after which the person may not be appointed in that position for a period of one (1) year, but the person may be appointed to the Board under any of the categories listed under Rule 27(1) and may then serve for the maximum number of terms applicable to that category.
- (4) The retirement of a Board Member from the Board at the end of the term applicable to that person and the re-election or re-appointment of that person, or the election or appointment of another person to that office (as the case may be), takes effect at the conclusion of the Annual General Meeting at which the retirement and re-election or election occurs, or in the case of an appointment under Rule 27(2) whenever the Board exercises its discretion to make such appointment.

29. Casual Vacancy of Board Member

- (1) A casual vacancy occurs in the office of a Board Member if the Board Member:
 - a) dies;
 - b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-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 more than:

- i. three (3) consecutive Board meetings without the prior approval of the Board, or
 - ii. three (3) Board meetings in the same financial year without tendering an apology to the Chairperson at each meeting, provided the Member received notice of the each meeting, and the Board has resolved to declare the office vacant;
 - f) ceases to be a member of the Scout Movement, except in the case of a Board Member appointed under Rule 27(2) who need not be a member of the Scout Movement;
 - g) in the case of a Board Member occupying a position pursuant to Rule 27(1)(a) to (d), is no longer a serving Adult Leader in the category applicable to that position;
 - h) is the subject of a resolution passed at a General Meeting terminating the person's appointment as a Board Member; or
 - i) is the subject of a resolution passed by a majority of two-thirds of the serving Board Members at a duly convened Board meeting terminating the person's appointment as a Board Member, provided that in the case of the Chief Commissioner the Chairperson shall have first informed the President of the relevant circumstances and the Board in considering that resolution takes account of the views expressed by the President on the matter.
- (2) The Board may appoint a person to fill a casual vacancy on the Board pursuant to Rule 27(6).

30. Board Proceedings

- (1) The Board must meet together for the despatch of business:
- a) not less than four (4) times in each year, at intervals of not greater than three (3) months;
 - b) at such additional times as determined by the Chairperson; and
 - c) whenever more than half the Board Members request a meeting.
- (2) A quorum for a Board meeting is more than half the number of serving Board Members, provided that not less than two-thirds of those appointed under Rules 27(1)(f) and (g) and Rule 27(2) and not less than one third of those appointed under Rules 27(1)(a) to (e) shall be present.
- (3) In the event that a quorum defined in Rule 30(2) is not achieved after a meeting has been convened on two consecutive occasions, then that meeting may be re-convened for a third time whereat the quorum required for that meeting shall be only more than half the serving number of Board Members.
- (4) Where all the Board Members are not in attendance in person at one place and are holding a meeting using technology, and each Board Member can communicate with the other Board Members:
- a) the participating Board Members are, for the purpose of every provision of these Rules concerning meetings of the Board Members, taken to be assembled together at a meeting and to be present at that meeting; and

- b) all proceedings of those Board Members conducted in that manner are as valid and effective as if conducted at a meeting at which all of them were physically present in the one location.
- (5) Each Board Member, by consenting to be a Board Member (or by reason of adoption of these Rules), consents to the use of each of the following technologies for holding a meeting of the Board:
- a) video;
 - b) telephone;
 - c) any other technology which permits each Board Member to communicate with every other Board Member; or
 - d) any combination of these technologies.
- (6) Each Board Member has one vote.
- (7) A question arising at a meeting of the Board must be decided by a majority of votes, but if there is no majority then the resolution is lost.
- (8) The procedure and order of business to be followed at a meeting of the Board must be determined by the Board Members present at the meeting of the Board.
- (9) At the first meeting of the Board convened after the Annual General Meeting, the Board Members shall elect from amongst the Board Members individuals to fill the following offices of the Board, which shall have roles and responsibilities prescribed in the Board Charter:
- a) Chairperson;
 - b) Deputy Chairperson; and
 - c) Board Secretary,
- and may at any subsequent meeting of the Board re-elect the same Board Member or elect a different Board Member to any of these offices.
- (10) The Board may pass a resolution without a Board Meeting being held if all the Board Members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document, with each document to be identical to each other document.

31. Declaration of Interest or Partiality

- (1) As required under sections 21 and 22 of the Act, a Board Member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by or in the contemplation of the Board (except if that pecuniary interest exists only by virtue of the fact that the Board Member is a Member), must:
- a) as soon as the Member 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.

- (2) A Board Member having any current or potential interest other than of the kind specified in Rule 31(1), but which could reasonably be construed as having an adverse influence on the proper, objective and impartial performance of the Member's duties as a Board Member, must:
 - a) as soon as the Member becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - b) except as explicitly determined by the Chairperson of the Board and advised to the Board, not take part in any deliberations or decision of the Board with respect to matters relevant to that interest.
- (3) Rule 31(1) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the Board Member is an employee of the Branch or the Scout Association.
- (4) The Chairperson must cause every material disclosure by a Board Member under Rule 31(1) or Rule 31(2) and any determination made by the Chairperson under Rule 31(2) to be recorded in the minutes of the Board meeting at which the disclosure or determination is made.

32. Committees and Delegates

- (1) Subject to Rule 6(9) and Rule 32(4), the Board may delegate in writing any of its powers to one or more committees or persons consisting of such Board Member, Members or other persons as the Board thinks fit, for the proper control, management and advancement of the Branch.
- (2) The membership, terms of reference, duties and responsibilities of any committee established under Rule 32(1) shall be prescribed in the Board Charter.
- (3) A person or committee to whom any power has been delegated under Rule 32(1) must exercise the powers delegated in accordance with any directions of the Board.
- (4) The Board cannot delegate a function under Rule 32(1) that is a duty imposed on the Board by the Act or any other law.
- (5) Unless specifically approved by the Board, any delegate appointed under Rule 32(1) does not have a right of sub-delegation in respect of the delegated power.
- (6) Unless the Board directs otherwise, a person or committee to whom any power has been delegated under Rule 32(1) may make decisions on behalf of the Board in respect of the power delegated to them, but the delegate must provide a report to the Board regarding the procedures, decisions or actions taken by the person or committee as the Board requires.

33. Validity of Acts

An act done by a person acting as a Board Member, by a meeting of Board Members, or by a committee of the Board attended by a person acting as a Board Member, is not invalidated by reason only of:

- a) a defect in the appointment of the person as a Board Member; or
- b) the person being disqualified to be a Board Member or having vacated office;
or

- c) the person not being entitled to vote, if that circumstance was not known by the person or the Board Members or committee (as the case may be) when the act was done.

34. Remuneration

Board Members shall not be remunerated but may be reimbursed for reasonable expenses incurred by them in carrying out their duties as a Board Member.

35. National Executive Committee

The National Executive Committee, on giving reasonable notice to the President or the Chairperson of the Board (as the case may be), shall have the right to have a person that is appointed as its representative for this purpose attend any meeting of the Branch Council or the Board, and that person shall be entitled to raise any matter at the meeting (at a point in the agenda chosen by the Chairperson of the meeting) as though that person were a member of the Branch Council or the Board (as the case may be), but that person will not have the right to vote on any issue raised at the meeting.

Comment [PW1]: Need to specify the Board, because per elsewhere in the rules Chairperson could be the person chairing a meeting of the Branch Council.

Officers Bearers and Auditors

36. Chief Commissioner

- (1) The Chief Commissioner will be appointed by the Chief Scout of Australia on the recommendation of the Board, in accordance with the Policy and Rules.
- (2) The Regulations must specify the:
 - a) role and responsibilities of the Chief Commissioner; and
 - b) the selection process and the procedure for making the recommendation to the Chief Scout of Australia that the Board shall follow for the appointment of the Chief Commissioner.
- (3) The selection process for the Chief Commissioner specified as required by Rule 36(2)(b) must include the calling for applications in a manner that is open and facilitates the generation of a competitive field of candidates, and be conducted in a manner that respects confidentiality and follows merit-based principles.
- (4) The Chief Commissioner may delegate a function or power of that position in accord with Rule 6(9) for a period not exceeding three (3) months on any one occasion.

37. Offices of the Branch Council

- (1) The following are offices of the Branch Council as provided for in Rule 16:
 - a) the President;
 - b) the Vice-President(s), up to a maximum of three (3); and
 - c) the Honorary Treasurer.

- (2) The offices of the Branch Council shall filled by election by the Members at the Annual General Meeting or in the case of a vacancy occurring prior to that date, may be filled at a General Meeting.
- (3) The Board must use reasonable endeavours to provide to the Executive Manager nominations by the Board of person(s) to fill each vacancy in the offices specified in Rule 37(1)(a) to (c), not less than two (2) weeks prior to the date of the meeting at which such vacancy is proposed to be filled.
- (4) To be eligible for nomination for election or re-election to the offices specified in Rule 37(1)(a) to (c), the person must at the time of nomination be, or have signified in writing a readiness to become on appointment, a Member.
- (5) Failure by the Board to comply with Rule 37(3) shall not invalidate nominations or appointments if the relevant nominations are made at a later point of time but in time to be considered at the General Meeting.
- (6) If a vacancy remains in the offices specified in Rule 37(1)(a) to (c) after a vote to elect persons nominated by the Board under Rule 37(3), additional nominations to fill the vacancy may be accepted from the floor of the General Meeting and the appointment from such nominees shall be subject to a vote at that General Meeting.
- (7) The term of appointment to the offices specified in Rule 37(1)(a) to (c) will be from the point of election at a General Meeting until the next Annual General Meeting, but the person holding the office prior to that point is not for that reason ineligible for nomination and re-election to that office at that next Annual General Meeting.

38. Executive Management

- (1) The Board may appoint (ie the appointment is discretionary) a Chief Executive Officer. If the Board resolves to do so, that appointment must be made from amongst members of the Board (including the Executive Manager if that person is a member of the Board in another capacity) other than the Honorary Treasurer, Chairperson, Deputy Chairperson and Board Secretary.
- (2) The role and responsibilities of the Chief Executive Officer shall be specified by the Board if a person is appointed to this office, and amongst other things must include participation in execution of documents and application of the common seal as provided for respectively in Rule 51 and Rule 52.
- (3) The Board must appoint an Executive Manager.
- (4) The role and responsibilities of the Executive Manager shall be specified by the Board and amongst other things must include providing or causing to be provided services to the Branch Council as follows:
 - a) co-ordination of the correspondence of the Branch Council;
 - b) the keeping of full and correct minutes of the proceedings of the Branch Council in accordance with Rule 46;
 - c) compliance on behalf of the Branch with:
 - i. section 27 of the Act, by the keeping and maintenance a Register of Members in accordance with Rule 14;
 - ii. section 28 of the Act, by the keeping and maintenance in an up to date condition the Rules and, upon the request of a Member, the making

available of the Rules for inspection by the Member, who may make a copy or take an extract of the Rules but has no right to remove the Rules; and

- iii. section 29 of the Act, by the keeping and maintenance of a record of the names and residential or postal addresses of the persons who are Members, of the persons who fill offices of the Branch Council, of the persons who are Board Members, and of any persons who are appointed or act as trustees on behalf of the Branch;
- d) unless the Members resolve otherwise at a General Meeting, hold custody of all books, documents, records and registers of the Branch; and
- e) perform such other duties as are imposed by these Rules on the Executive Manager in respect of the Branch Council.

39. Honorary Treasurer

- (1) The Honorary Treasurer shall be appointed by the Branch Council pursuant to Rule 37.
- (2) The Honorary Treasurer is responsible for the management of the finances and accounts of the Branch and must in accord with any directions given by the Branch Council or the Board and with good accounting practice:
 - a) superintend the ordinary management of the receipts and expenditure of the Branch, including the issue of receipts in the name of the Branch for moneys received by or on behalf of the Branch and the making of payments from the funds of the Branch under authority as may be delegated from time to time by the Board;
 - b) ensure compliance by the Branch with sections 25 and 26 of the Act with respect to the accounting records of the Branch by arranging for:
 - i. the keeping of such accounting records as correctly record and explain the financial transactions and financial position of the Branch;
 - ii. the keeping of such accounting records in such manner as will enable true and fair accounts of the Branch to be prepared from time to time;
 - iii. the keeping of such accounting records in such manner as will enable true and fair accounts of the Branch to be conveniently and properly audited;
 - iv. the submission to Members at each Annual General Meeting of a Statement of Accounts that shows the financial position of the Branch as at the immediately preceding Financial Year End and that has been approved by the Board and duly audited by the Auditor; and
 - v. the safe custody of all securities, books and documents of a financial nature and accounting records of the Branch; and
 - c) whenever so directed by the Chairperson of the Board submit or arrange to be submitted to the Board a report, balance sheet or financial statement in respect of the financial accounts of the Branch.

40. President and Vice-Presidents

The President and Vice-President(s) must perform such duties as are imposed by these Rules on the position of President and of Vice-President, as the case may be, and as determined by the Branch Council from time to time.

41. Auditors and Accounting Standards

- (1) The Board shall appoint a registered auditor or company of registered auditors to be the Auditor of the Branch.
- (2) The Board Charter shall specify the procedures for the appointment of and interaction of the Branch with the Auditor.
- (3) The financial statements and accounts of the Branch shall be prepared in accordance with the appropriate accounting standards, as amended from time to time.

42. Honorary and Life Membership Appointments

The Branch may at a General Meeting make honorary appointments within the Branch in any of the following categories and on such terms as it sees fit:

- a) Life Membership;
- b) Honorary Membership;
- c) Honorary Committee Membership; and
- d) Honorary Consultants and Advisors.

43. Property

All real and personal property in Western Australia held by the Branch on behalf of the Branch or received for the benefit of or on behalf of the Branch shall by virtue of the Act, be vested in the Branch. The Board shall deal with all property transactions, or persons authorised on behalf of the Board so to act, in accordance with the provisions of the Act.

44. Regulations

- (1) The Board may from time to time change, including to rescind, Regulations made pursuant to Rule 6(2) that bind Members under these Rules and that may prescribe amongst other things certain acts, processes, procedures, roles or responsibilities that the Board deems are necessary or convenient to the achievement of the objects of the Branch and to compliance with the Act and these Rules.
- (2) Any Regulation in force immediately before the adoption of these Rules shall to the extent that the Regulation is consistent with the provision of these Rules continue in force until it is amended or rescinded.

- (3) In the event of a conflict of meaning between the Regulations and these Rules, the Rules shall prevail.

45. Indemnity

- (1) The Branch shall indemnify each Officer against any civil liability incurred by that Officer for anything that Officer has done when doing work for the Branch:
- a) in good faith; and
 - b) in accordance with these Rules and all Regulations.
- (2) The indemnity in Rule 45(1) does not apply to any right to recover damages in respect of defamation or in respect of the death of, or bodily injury to, any person directly caused by, or by the driving of, a motor vehicle if, at the time of the death or bodily injury:
- a) the vehicle was owned or being driven by the Officer; and
 - b) a contract of insurance:
 - i. was, or was required to be, in force in respect of the vehicle under section 4 of the *Motor Vehicle (Third Party Insurance) Act 1943*; or
 - ii. referred to in section 3(4) of that Act was in force in respect of the vehicle.
- (3) The indemnity in Rule 45(1) does not apply to an Officer:
- a) who knew or ought reasonably to have known that at the relevant time the Officer was acting:
 - i. outside the scope of the work organised by the Branch; or
 - ii. contrary to instructions given by the Branch; or
 - b) whose ability to do the work in a proper manner was, at the relevant time, significantly impaired by alcohol or drugs.
- (4) In this Rule 45:
- a) **drugs** means drugs that are taken voluntarily otherwise than for therapeutic purposes; and
 - b) **motor vehicle** has the meaning given in section 3(1) of the *Motor Vehicle (Third Party Insurance) Act 1943*.

Minutes and Records

46. Minutes of Meetings

The Executive Manager must take reasonable measures to ensure minutes of proceedings and resolutions of General Meetings and of meetings of the Board (including of committees of the Board) are recorded in books kept for that purpose promptly following the meeting but not later than one (1) month after the relevant meeting is held.

47. Minutes of Resolutions Passed without a Meeting

The Board Members must ensure that minutes of resolutions passed by the Board (and by committees of the Board) without a meeting are recorded in books kept for the purpose, within one (1) month after the resolution is passed.

48. Signing of Minutes

- (1) After minutes of a meeting of the Board or of a committee of the Board are confirmed by the Board Members or committee members (as the case requires), the minutes must be signed by the person chairing the meeting or by the person chairing the next occurring meeting.
- (2) The record of the passing of a resolution of the Board or of a committee of the Board by electronic or other means without a meeting having taken place, must be signed by a Board Member or by a committee member (as the case requires) immediately after the resolution is passed. That record should be incorporated into the minutes of the next occurring meeting of the Board or of the committee of the Board (as the case requires).

49. Minutes as Evidence

A minute that is recorded under Rule 46 or Rule 47 and signed under Rule 48 is evidence of the proceedings or resolution to which it relates, unless the contrary is proved.

50. Inspection of Records

- (1) The Board must ensure the minute books of General Meetings are available for inspection by Members free of charge.
- (2) A Member may inspect without charge the Rules, Regulations, Register of Members and Board Charter and any specific records of personal information of that Member, provided that the Board may determine on a reasonable basis at what time and place and under what conditions the books, documents, records and securities will be available for inspection.

Execution of Documents

51. Manner of Execution

The Branch may validly execute a document by:

- a) the affixing of its common seal to the document in accordance with Rule 52;
- b) a person specifically authorised by the Board signing the document; or
- c) the Chief Commissioner (or the Chief Commissioner's delegate as approved by the Board) and either the Chairperson of the Board, the Board Secretary, the Honorary Treasurer, or the Chief Executive Officer (if a person other than the Chief Commissioner is appointed to this office in accordance with Rule 38) signing the document.

52. Common Seal

- (1) The Branch shall have a common seal on which its name appears in legible characters.
- (2) The common seal must not be used without the express authority of the Board and every use of the common seal must be recorded in the minute book of the Board described in Rule 46.
- (3) The affixing of the common seal must be witnessed by any two of the Chief Commissioner, Chairperson of the Board, Board Secretary, Honorary Treasurer or Chief Executive Officer (if a person other than the Chief Commissioner is appointed to this office in accordance with Rule 38).
- (4) The common seal must be kept in the custody of the Executive Manager or such other person as the Board may decide from time to time.

53. Notices

- (1) In addition to any other lawful means, a notice or other communication under these Rules may be given by being:
 - a) personally delivered;
 - b) sent by post to the recipient or left at the address of the recipient shown in the Register of Members or supplied by the recipient for the giving of notices; or
 - c) sent by fax to the fax number shown in the Register of Members or supplied by the recipient for the giving of notices;
 - d) sent electronically to the email address shown in the Register of Members or supplied by the recipient for the giving of notices.
- (2) Any notice or other communication given or made under Rule 53(1) will be taken to be duly given or made:
 - a) in the case of personal delivery or being left at the address of the recipient, when delivered;
 - b) in the case of delivery by post, within one business day after the date of posting;
 - c) in the case of fax, on receipt by the sender of a transmission control report from the despatching machine showing the relevant number of pages and the correct destination fax number of name of recipient and indicating that the transmission has been made without error; and
 - d) in the case of email, when the transmission has been sent.

General

54. Submission to Jurisdiction

Each Member and each Board Member by his or her acceptance of the position shall be deemed to submit to the non-exclusive jurisdiction of the Courts of Western Australia in respect of the interpretation and application of these Rules.

55. Prohibition and Enforceability

- (1) Any provision of, or the application of any provision of these Rules which is prohibited in any place is, in that place, ineffective only to the extent of that prohibition.
- (2) Any provision of, or the application of any provision of these Rules which is void, illegal or unenforceable in any place does not affect the validity, legality or enforceability of that provision in any other place, or of the remaining provisions in that or any other place.

56. Dissolution of the Branch

If upon the winding up or cancellation of the incorporation of the Branch, there remains any Surplus Property, it must not be paid or distributed amongst the Members or former Members. The Surplus Property must be given or transferred to another association incorporated under the Act which has similar objects to those of the Branch, which is not carried out for the purposes of profit or gain to its individual members, which has rules prohibiting the distribution of its assets and income to its members and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation, which association shall be determined by resolution of the Members.

57. Review of Rules

The Board shall review the efficacy of these Rules by the end of the second year following their adoption, and shall provide a report with recommended amendments as considered appropriate to the next occurring Annual General Meeting. Subsequent reviews shall be undertaken as deemed necessary by the Board but at intervals of not greater than six (6) years.

58. Transitional Arrangements

- (1) Board Members and Members holding offices of the Branch Council as listed in Rule 37(1) serving at the time these Rules are adopted may serve out their remaining term of office.
- (2) The Board serving at the time these Rules are adopted shall appoint to positions under Rule 27(2) and for the remainder of their term of office such continuing elected Members of the Board as are not required to fill the positions under Rule 27(1)(g) that are to be filled in order of elected Members having the longest remaining term of office.
- (3) The Board serving at the time these Rules are adopted shall appoint the three (3) serving Adult Leaders listed in Rules 27(1)(b), 27(1)(c) and 27(1)(d) upon nomination by the Chief Commissioner's Council (as defined in the Regulations). Leaders listed in Rule 27(1)(b) and Rule 27(1)(c), being the Commissioners drawn from Branch and the Districts, will be appointed to an initial term of two (2) years. The Leader listed in Rule 27(1)(d) will be appointed to an initial term of one (1) year.
- (4) At the next occurring Annual General Meeting following the adoption of these Rules, the two (2) Board Members then elected to positions under Rule 27(1)(g)

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and having received the highest number of votes, shall each be appointed to a four (4) year term, and such other Board Members then elected to positions under Rule 27(1)(g) shall each be appointed to a three (3) year term, provided that:

- a) in the event that either or both of the two elected Members appointed to a four (4) year term does(do) not wish to be so appointed, that(those) Member(s) shall be appointed to a three (3) year term and the Member(s) then elected who received the next highest number(s) of votes shall be appointed to a four (4) year term;
- b) should there be an equal number of votes cast amongst any of the Members elected under Rule 27(1)(g), the Branch shall vote again at the Annual General Meeting to separate the Members who have received an equal number of votes, provided that the Chairperson may vote as proxy on behalf of Members pursuant to Rule 24(2); and
- c) if the voting pursuant to Rule 58(4)(b) produces an equal number of votes for any two or more of the particular Members, then the names of those particular Members shall be placed in a container and the first one or two names, as required, which are drawn out of the container by the Chairperson at the Annual General Meeting shall be appointed to a four (4) year term.

End of Rules