



CONSTITUTION OF
ORGANISATION OF
AFRICAN COMMUNITIES
IN WESTERN AUSTRALIA
INC 2018

ABN 29 845 428 718
An Association incorporated pursuant to the
Associations Incorporation Act 2015 (WA)

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PART 1: PRELIMINARY

1. Establishment

There is established by this Constitution an association to be known as Organisation of African Communities in Western Australia Inc (OACWA).

2. Type of Entity

OACWA is a not-for-profit organisation incorporated under the Associations Incorporation Act 2015 (WA).

3. Terms Used

Act means the Associations Incorporation Act 2015;

Association means an entity owned or operated by and for the benefit of African individuals based in Western Australia which is incorporated under the Associations Incorporation Act 2015 (WA)

Books means the Association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in Section 62 of the Associations Incorporation Act, however compiled, stored or recorded;

Circular resolution means a decision passed by the committee of Management pursuant to a meeting held in accordance with section 54 of this constitution.

Committee of Management means the group of people, who are responsible for the management of the affairs of OACWA;

Commissioner means the person for the time being designated as the Commissioner under section 153 of the Act;

Constitution means the Constitution of OACWA;

Financial records includes-

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; and

- (b) documents of prime entry, such as sales day books, purchase day books, sales returns day books, purchases returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; and
- (c) working papers and other documents needed to explain-
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

Financial statements means:

- (a) if the OACWA uses the cash basis of accounting-
 - (i) a statement of receipts and payments for the financial year;
 - (ii) a reconciled statement of bank account balances as at the end of the financial year; and
 - (iii) a statement of assets and liabilities as at the end of the financial year.
- (b) if the OACWA uses the accrual basis of accounting-
 - (i) a statement of income and expenditure for the financial year; and
 - (ii) a balance sheet;

Financial year of the Association means the 12 months commencing on 1 st July and ending on 30th June each year;

General meeting of the OACWA means a meeting of the Association that all members are entitled to receive notice of and to attend, and is either-

- (a) an annual general meeting; or
- (b) a special general meeting;

Member means an association which is a member of OACWA;

OACWA means Organisation of African Communities in Western Australia Inc;

Office holder means a Committee of Management member defined in section 34) a);

Ordinary resolution means a resolution at a meeting that-

- (a) is not a special resolution; and
- (b) is passed by the votes of more than 50% but less than 75% of the persons who are entitled to cast a vote at that meeting;

President means the President of OACWA;

Quorum means the number of persons required to be present in order to conduct a meeting;

General Secretary means the Committee of Management member holding office as the General Secretary of OACWA;

Special general meeting means a general meeting of the OACWA other than the annual general meeting;

Special resolution means a resolution proposed at a meeting and passed by the votes of not less than 75% of the persons who are entitled to cast a vote at that meeting;

OACWA is a Tier 1 Association, meaning an Association that, in a financial year:

- (a) has a revenue of less than \$250,000 or such other amount that is prescribed from time to time under section 64(1) of the Associations Incorporation Act 2015; or
- (b) has been declared by the Commissioner to be a tier 1 Association.

A tier 1 Association can also elect to prepare basic financial statements with no independent review or audit;

Treasurer means the Committee of Management member holding office as the Treasurer of the OACWA.

4. Relationship between Constitution and Associations Act

The Associations Incorporation Act 2015 overrides any provision in this Constitution which is inconsistent with the Associations Act 2015.

5. Interpretation

In this Constitution-

- (a) The words ‘including’, ‘for example’, or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression, and
- (b) Reference to an ‘Act’ includes every amendment, re-enactment, or replacement of that Act and any subordinate legislation made under that Act (such as the Associations Regulations).

6. Financial year

OACWA’s financial year is the period of 12 months commencing on 1st July and ending on 30th June of the succeeding year.

PART 2: OBJECT AND POWER

7. Object

The objectives of Organisation of African Communities in Western Australia Inc. (OACWA) are to-

- (a) Provide a platform on which Africans from diverse backgrounds and countries living in Western Australia would use to discuss economic, social, political and cultural issues of concern to Africans and African Communities in Western Australia, and work collaboratively to find lasting solutions;
- (b) Advocate on African issues to the State Government and other bodies as relevant;
- (c) Provide information and referral services to Africans in Western Australia;
- (d) Organise an annual African Festival to celebrate and share the positive contribution of Africans in the Western Australian cultural, social and economic spheres of life;
- (e) Share information, knowledge and best practices with other African community Organisations;
- (f) Establish Community Grievance Resolution Procedures and provide culturally appropriate support when necessary;

- (g) Provide capacity building training and professional development within interested African community organisations in Western Australia to ensure accountability, openness and transparency; and
- (h) Work with African based organisations in Australia and other related bodies to advocate for and advance the welfare of African people in Australia.

8. Power

The OACWA subject to the Associations Incorporation Act 2015 may do all things necessary and lawful to pursue its objects.

9. Not-for-profit body

- (1) The property and income of OAC WA must be applied solely towards the promotion of the objects or purposes of OACWA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those objects or purposes.
- (2) A payment may be made out of the funds of OACWA only if it is authorised under section 9(3) of this Constitution.
- (3) A payment out of the funds of OACWA is authorised if it is-
 - (a) in good faith as remuneration for any services provided to OACWA, or for goods supplied to OACWA, in the ordinary course of business;
 - (b) Money borrowed or interest on money borrowed by OACWA;
 - (c) Rent for the premises leased by OACWA; or
 - (d) The reimbursement of expenses incurred by OACWA.

PART 3: MEMBERS

Division 1: Membership

10. Membership

- (1) OACWA membership shall consists of African community based Associations in Western Australia which are incorporated under the Associations Incorporation Act 2015 (WA).
- (2) Associations are entitled to nominate two (2) members of their Association who will be entitled to exercise voting rights on behalf of their Association.

11. Conditions for Membership

The conditions for membership are:

- (a) The Association is African entity based in Western Australia which is incorporated under the Associations Incorporation Act 2015 (WA) representing an African country;
- (b) The Association shall provide a copy of the Association's Certificate of Incorporation;
- (c) The Association shall have a purpose consistent with the purpose of OACWA; and
- (d) The Association shall provide a copy of their current Constitution to OACWA.

12. Rights of Members

Association members shall have the rights and benefits as determined by this Constitution and the Association Incorporation Act (WA) 2015.

13. Change of Association Members

- (1) Each Association may change its nominated representative member by completing a written application as determined by the Committee of Management.
- (2) OACWA shall respond to the application in writing.
- (3) OACWA may approve or disapprove the application, and where the application is disapproved, reasons shall be given.

14. Application for Membership

An Association which wishes to become a member shall apply in writing to OACWA in a format specified by Committee of Management.

15. Dealing with Membership Applications

- (1) The Committee of Management shall consider each application for membership and decide whether to accept or reject the application.
- (2) Subject to section 16 (a) of this Constitution, the Committee of Management shall consider applications in the order in which they are received.
- (3) The Committee of Management may delay its consideration of an application if the Committee of Management considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (4) The Committee of Management shall notify the applicant of its decision to accept or reject the application as soon as practicable after making the decision.
- (5) If the Committee of Management rejects the application, it shall give the applicant its reasons for doing so.

16. Becoming a Member

An applicant for membership of OACWA becomes a member when-

- (a) The Committee of Management accepts the application; and
- (b) The applicant pays any membership fees payable to OACWA under section 19 (1).

17. When Membership Ceases

- (1) An Association ceases to be a member when any of the following takes place —
 - (a) The Association resigns from OACWA under section 18(1);
 - (b) The association ceases to be a member under section 19(2).
- (2) The General Secretary must keep a record, for at least one year after an Association ceases to be a member, from the date on which the Association ceased to be a member; and the reason why the Association ceased to be a member.

18. Resignation

- (1) A member organisation may resign from membership of OACWA by giving written notice of the resignation to the General Secretary.
- (2) The resignation takes effect-
 - (a) when the General Secretary receives the notice; or
 - (b) If a later time is stated in the notice, at that later time.
- (3) An Association which has resigned from membership of OACWA remains liable for any fees that are owed to OACWA at the time of resignation.
- (4) The amount referred to in subsection (3) of this section may be recovered by OACWA in a court of competent jurisdiction as a debt due to OACWA.

Division 2 — Membership fees & register of members

19. Membership Fees

- (1) Member Associations shall pay a membership fee as set by the Committee of Management from time to time.
- (2) Subject to section 19(1), if an Association fails to pay the annual membership fee to OACWA within 6 months after the due date, or 48 hours prior to the annual general meeting, whichever comes first, the organisation ceases to be a member.
- (3) If an organisation ceases to be a member under section 19 (2) and subsequently pays all the member's outstanding fees to OACWA, the Committee of Management may, if it considers fit and at its sole discretion, reinstate the organisation's rights and privileges from the date on which the outstanding fees are paid, including, if appropriate, the right to vote.
- (4) Organisations and their members are not liable to pay, by reason of their membership, any other debts incurred by or on behalf of OACWA, including the costs of winding up of OACWA.

20. Register of Members

- (1) OACWA shall maintain and keep updated a members' register which shall contain-
 - (a) the full names of each member;
 - (b) the contact number, postal, official and email addresses of each member; and
 - (c) the date upon which a person became a member.
- (2) Within 28 days after a change in membership the General Secretary shall ensure that a membership change is recorded in the members register.
- (3) The General Secretary shall ensure that the members register is kept and maintained at such place as the Committee of Management decides.
- (4) A member may request to inspect the register of members, subject to the provisions of section 93.

PART 4: DISCIPLINARY ACTION, DISPUTES AND MEDIATION

21. Term Used

Member means an Association member which is suspended from OACWA

22. Suspension

- (1) The Committee of Management may decide to suspend an Association if
 - (a) The Association refuses or neglects to comply with this Constitution; or
 - (b) The Association acts detrimentally to the interests of OACWA.

- (2) The General Secretary must give the Association written notice of a proposed suspension at least 28 days before the Committee of Management meeting at which the proposal is to be considered by the Committee of Management.
- (3) The notice given to the member must state-
 - (a) when and where the Committee of Management meeting is to be held; and
 - (b) the grounds on which the proposed suspension or expulsion is based; and
 - (c) That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee of Management about the proposed suspension;
- (4) At the Committee of Management meeting, the Committee of Management must-
 - (a) Give the Association member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee of Management about the proposed suspension;
 - (b) Give due consideration to any submissions so made;
 - (c) Decide whether or not the member should be suspended as a member and if so the period of the member's suspension.
- (5) A decision of the Committee of Management to suspend the member's membership from OACWA takes immediate effect.
- (6) The Committee of Management must give the member written notice of the Committee of Management's decision, and the reasons for the decision, within 7 days after the Committee of Management meeting at which the decision is made.
- (7) A member who is suspended, within 14 days after receiving notice of the Committee of Management's decision under section 22 (6), give written notice to the General Secretary seeking to appeal to the Committee of Management's decision to suspend the member and requesting the appointment of a mediator under section 30.
- (8) If notice is given under section 22(6), the member who gives the notice and the Committee of Management are the parties to the mediation.

23. Consequences of Suspension

- (1) During the period an Association membership is suspended, the Association-
 - (a) Loses any rights (including voting rights) arising as a result of membership; and
 - (b) Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to OACWA.
- (2) When an Association is suspended, the General Secretary must record in the register of members-
 - (a) That the Association is suspended;
 - (b) The date on which the suspension takes effect; and
 - (c) The period of the suspension.
- (3) When the period of the suspension ends, the General Secretary must record in the register of members that the member's membership is no longer suspended.

24. Terms used

In this Division:

Grievance procedure means the procedures set out in this Division.

Party to a dispute includes a person-

- (a) Who is a party to the dispute; and

- (b) Who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

25. Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes-(a) between members; or between one or more members and OACWA.

26. Parties' to Attempt to Resolve Dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

27. How Grievance Procedure is Started

- (1) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by section 26, any party to the dispute may start the grievance procedure by giving written notice to the General Secretary of-
 - (a) the parties to the dispute; and
 - (b) the matters that are the subject of the dispute.
- (2) Within 28 days after the General Secretary is given the notice, a Committee of Management meeting must be convened to consider and determine the dispute.
- (3) The General Secretary must give each party to the dispute written notice of the Committee of Management meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (4) The notice given to each party to the dispute must state –
 - (a) when and where the Committee of Management meeting is to be held; and
 - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee of Management about the dispute.
- (5) If-
 - (a) the dispute is between one or more members and OACWA;
 - (b) any party to the dispute gives written notice to the General Secretary stating that the party;
 - (c) does not agree to the dispute being determined by the Committee of Management;
 - (d) requests the appointment of a mediator under section 30; or
 - (e) The Committee of Management must not determine the dispute.

28. Determination of dispute by Committee of Management

- (1) At the Committee of Management meeting at which a dispute is to be considered and determined, the Committee of Management must-
 - (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Committee of Management about the dispute;

- (b) give due consideration to any submissions so made; and
- (c) Determine the dispute.
- (2) The Committee of Management must give each party to the dispute written notice of the Committee of Management's determination, and the reasons for the determination, within 7 days after the Committee of Management meeting at which the determination is made.
- (3) A party to the dispute may, within 14 days after receiving notice of the Committee of Management's determination under section 28(2), give written notice to the General Secretary requesting the appointment of a mediator under section 30.
- (4) If notice is given under section 22(6), each party to the dispute is a party to the mediation.

29. Application of Division

- (1) This Division applies if written notice has been given to the General Secretary requesting the appointment of a mediator-
 - (a) by a member under section 22(7); or
 - (b) by a party to a dispute under section 27(5) (a) and (b) or 28(3).
- (2) If this Division applies, a mediator must be chosen or appointed under section 30.

30. Appointment of Mediator

- (1) The mediator must be a person chosen-
 - (a) if the appointment of a mediator was requested by a member under section 22(7) by agreement between the Member and the Committee of Management; or
 - (b) if the appointment of a mediator was requested by a party to a dispute under section 27(5) (a) and (b) or 28(3) by agreement between the parties to the dispute-
 - (i) If there is no agreement for the purposes of section 30(1)(a) then, subject to sections 30(1) (b)(i)(ii) and 30(2), the Committee of Management must appoint the mediator;
 - (ii) The person appointed as mediator by the Committee of Management may be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by
 - (c) a member under section 22(7); or
 - (d) a party to a dispute under section 27(5); or
 - (e) a party to a dispute under section 28(3) and the dispute is between one or more members and OACWA.
- (2) The person appointed as mediator by the Committee of Management may be a member or former member of OACWA but must not-
 - (a) have a personal interest in the matter that is the subject of the mediation; or
 - (b) be biased in favour of or against any party to the mediation.

31. Mediation Process and Effect

- (1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

- (2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- (3) In conducting the mediation, the mediator must-
 - (a) give each party to the mediation every opportunity to be heard; and
 - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (4) The mediator cannot determine the matter that is the subject of the mediation.
- (5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- (7) If mediation takes place because the member whose membership was suspended gave notice under section 22(7) and as the result of the mediation the decision to suspend the member's membership is revoked, that revocation does not affect the validity of any decision made at a Committee of Management meeting or general meeting during the period of suspension.

32. Inability to Resolve Dispute

If a dispute cannot be resolved under the procedures set out in sections 31 and 32, any party to the dispute may apply to the Administrative Appeals Tribunal to determine the dispute in accordance with the Associations Incorporation Act 2015 and this Constitution.

PART 5: COMMITTEE OF MANAGEMENT

Division 1: Powers of the Committee of Management

33. Powers of the Committee of Management

- (1) The Committee of Management has the power to manage the affairs of OACWA.
- (2) Subject to the Association Incorporation Act 2015, this Constitution and any resolution passed at a general meeting, the Committee of Management has power to do all things necessary to be done for the proper management of the affairs of OACWA.
- (3) The Committee of Management shall ensure that OACWA complies with the Association Incorporation Act 2015 and this Constitution.

Division 2: Composition and Duties of the Committee of Management

34. Membership of Committee of Management

- (1) The Committee of Management shall consist of –
 - (a) The President;
 - (b) The Vice-President – Administration;
 - (c) The Vice-President – Finance and Operations;
 - (d) The Treasurer;
 - (e) The General Secretary;
 - (f) The Director of Research;

- (g) The Director of Public Relations and Marketing;
- (h) The Director of Youth and Sport;
- (2) A person shall not hold more than 1 position on the Committee of Management.
- (3) The following rules apply to the holding of positions on the Committee of Management-
 - (a) At least one of the three positions of President, Vice President for Administration and Vice-President for Finance and Operations shall be filled by a female;
 - (b) The Director of Youth and Sport shall be aged between 18 and under 30 at the time of their election; and
 - (c) Not more than two (2) members of the Committee of Management shall be from the same Nation.

35. Qualifications of a member of the Committee of Management

A member of the Committee of Management shall-

- (a) Be aged 18 or over;
- (b) Be a member of an Association recognised by OAC WA;
- (c) Be a member of an Association for at least one year before the date of election into the membership of the Committee of Management; and
- (d) Provide a written statement outlining their experience in, and goals for, the position they are nominated for.

36. Committee of Management Member's Duties

A Committee of Management member shall:

- (a) Comply with this Constitution, the Associations Incorporation Act 2015 and
- (b) Exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a Committee of Management member of OACWA,
- (c) Act in good faith in the best interests of OACWA.
- (d) Act for a proper purpose.
- (e) Act to further the charitable object and purposes of OACWA
- (f) Act in the best interests of OACWA.
- (g) Not misuse information gained in their role as a Committee of Management member,
- (h) Disclose any perceived or actual material conflicts of interest.
- (i) Ensure that the financial affairs of OACWA are managed responsibly.
- (j) Not allow OACWA to operate while insolvent.
- (k) Not improperly use-
 - (i) information obtained because they are or were a Committee of Management member;
 - (j) their position as a Committee of Management member to gain an advantage for themselves or another person; or
 - (k) Cause detriment to OACWA.

37. Payment to a Member of the Committee of Management

Payment may be made to a member of the Committee of Management referred to section 34(1) out of the funds of OACWA subject to section 9(3) for work that the member has been contractually engaged by the Committee of Management to perform for OACWA.

38. Committee of Management Member's conflict of Interest

- (1) A Committee of Management member shall disclose to all the Committee of Management members present at the Committee of Management meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the Committee of Management meeting.
- (2) Disclose the nature and extent of the interest at the next general meeting of OAC WA.
- (3) The disclosure of a conflict of interest by a Committee of Management member shall be recorded in the minutes of the Committee of Management.
- (4) Each Committee of Management member who has a material personal interest in a matter that is being considered at a Committee of Management meeting shall not, except as provided under section 31(5):
 - (a) be present at the Committee of Management meeting while the matter is being discussed, or
 - (b) Vote on the matter.
- (5) A Committee of Management member may still be present and vote if-
 - (a) their interest relates to an insurance contract that insures, or would insure, the Committee of Management member against liabilities incurred by the Committee of Management member as a Committee of Management member;
 - (b) the Committee of Management members who do not have a material personal interest in the matter pass a resolution that:
 - (i) identifies the Committee of Management member, the nature and extent of the Committee of Management member's interest in the matter and how it relates to OACWA's affairs, and
 - (ii) states that those Committee of Management members who do not have a material personal interest in the matter are satisfied that the Committee of Management member's material personal interest in the matter should not prevent the Committee of Management member from being present at the Committee of Management meeting while the matter is being discussed or from voting on the matter.

39. President

The President has the following duties-

- (a) Consulting with the General Secretary regarding the business to be conducted at each Committee of Management and general meeting;
- (b) Convening and presiding at Committee of Management meetings and preside at general meetings as outlined in this Constitution;
- (c) Holding all property books and records for which no other officer has responsibility; and
- (d) Performing any other duty which may be required or is deemed to be necessary, due to urgency, provided always that such action which is taken without prior approval must be consistent with the aims and objectives of OACWA and must be subject to ratification by the Committee of Management.

40. Vice-Presidents

- (1) The Vice-President for Finance and Operation has the following duties –
 - (a) Advise the President and other key members of senior management on financial planning budgeting, cash flow, investment priorities and policy matters;
 - (b) Oversee, direct and organize the work of the finance and operations;

- (c) Promote a culture of high performance and continuous improvement that values learning and a commitment to quality;
 - (d) Improve operational accounting services such as treasury management, payment processing, payroll and account payable.
 - (e) Serve as the management liaison to the Committee of Management and audit committee;
 - (f) effectively communicate and present critical financial matters at Management meeting; and
 - (g) Other any other work assigned by the Committee of Management or President.
- (2) The Vice-President for Administration has the following duties-
- (a) Lead, guide and mentor administrative staff in their tasks and functions;
 - (b) Consult with the Committee of Management on strategic staffing plans, training, and development and labour relations.
 - (c) Develop innovative strategies to enhance performance of the administrative staff;
 - (d) Assess and evaluate existing methods and functions in administrative functions;
 - (e) Plan and assist in recruiting, hiring, and training of new officials;
 - (f) Track, monitor and document performance of each individual through their line department or supervisors;
 - (g) Integrate, upgrade, coordinate and update all databases and make periodic report to the Committee of Management;
 - (h) Do any other work assigned to by the President or the Committee of Management.
 - (i) In the absence of the President, the Vice President Administration shall act as the President.

41. General Secretary

The General Secretary has the following duties-

- (a) Dealing with OACWA's correspondence;
- (b) Consulting with the President regarding the business to be conducted at each Committee of Management meeting and general meeting;
- (c) Preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) maintaining on behalf of OACWA)-
 - (i) the register of members, and recording in the register any changes in the membership;
 - (ii) an up-to-date copy of this Constitution;
 - (iii) a record of Committee of Management members and other persons authorised to act on behalf of OACWA,
- (e) Ensuring the safe custody of the books of OACWA, other than the financial records, financial statements and financial reports, as applicable to OACWA;
- (f) Maintaining full and accurate minutes of Committee of Management meetings and general meetings; and
- (g) Carrying out any other duty given to the General Secretary under this Constitution or by the Committee of Management.

42. Treasurer

The Treasurer has the following duties-

- (a) Ensuring that any amounts payable to OACWA are collected and issuing receipts for those amounts in OACWA's name;
- (b) Ensuring that any amounts paid to OACWA are credited to the appropriate account of OACWA, as directed by the Committee of Management;
- (c) ensuring that any payments to be made by OACWA that have been authorised by the Committee of Management or at a general meeting are made on time;
- (d) Taking out all necessary insurances;
- (e) Ensuring the safe custody of OACWA's financial records, financial statements and financial reports, as applicable to OACWA;
- (f) Coordinating the preparation of OACWA's financial statements before their submission to OACWA's annual general meeting;
- (g) Providing any assistance required by an auditor or reviewer conducting an audit or review of OACWA's financial statements or financial report; and
- (h) Carrying out any other duty given to the Treasurer under this Constitution or by the Committee of Management.

43. Director of Research

The Director of Research shall undertake the following tasks-

- (a) Carry out research on any research project to inform, improve or advance the objects of the OACWA;
- (b) Report to the Committee of Management on research undertaken;
- (c) Collaborate with other researchers locally and internationally on any research related matters affecting or concerning any portfolio within the OACWA f;
- (d) Undertake a task assigned to them by the Committee of Management and

44. Director of Public Relations and Marketing

The Director of Public Relations and communications shall exercise the following duties-

- (a) Managing and updating OACWA's information and engaging with users
- (b) Commission market research;
- (c) Represent OACWA locally or internationally in a reputable and responsible manner;
- (d) Promote the objectives of the OACWA to the general public and media;
- (e) Foster community relations;
- (f) Constantly manage to build a relationship with stakeholders, media and industry;
- (g) Issue press releases and promote media coverage for all OACWA events and activities; and
- (h) Prepare and execute overall strategic public relation policy approved by the Committee of Management.

45. Director of Youth and Sport

The Director of Youth and Sport shall undertake the following tasks-

- (a) Oversee sporting activities,
- (b) manage the usage and safety of OACWA's sports facilities
- (c) Update the Committee of Management on their periodic sporting activities;

- (d) Collaborates, coordinates and partner with other organizations, partners or corporate associations locally and internationally to promote sport and the well-being of the youth;
- (e) Perform any other duties assigned by the Committee of Management

Division 3- Election of Committee of Management members and tenure of office

46. Becoming a Member of Committee of Management

A member of Committee of Management shall be elected by the two delegates of the Associations during an election conducted by the Electoral Committee.

47. Nomination of Committee of Management members

- (1) At least three months before an annual general meeting, the Chairperson of the Electoral Committee must send written notice to all the members-
 - (a) Calling for nominations for election to the Committee of Management; and
 - (b) Stating the date by which nominations must be received by the committee.
- (2) A member who wishes to be considered for election to the Committee of Management at the annual general meeting must nominate for election by sending written notice of the nomination to the Chairperson of the Electoral Community at least 14 days before the annual general meeting.
- (3) The written notice must include a statement by 2 other members in support of the nomination.
- (4) A member may nominate one or two persons for specified positions of the OACWA .
- (5) A member whose nomination does not comply with this section is not eligible for election to the Committee of Management.

48. Term of Office

- (1) The term of office of a Committee of Management member is three years and begins when the members) is elected at an annual general meeting of the Electoral Committee under section 76.
- (2) Subject to sections 49 and 50, a Committee of Management member holds office until the positions on the Committee of Management are declared vacant at the annual general meeting relevant to the positions term of office.
- (3) A Committee of Management member may be re-elected.
- (4) No member shall be eligible to be a member of the Committee of Management for more than three (3) consecutive terms unless agreed by the majority of members present at a general meeting of the Electoral Committee.

49. Resignation and Removal from Office

- (1) A Committee of Management member may resign from the Committee of Management by written notice given to the General Secretary or, if the resigning member is the General Secretary, given to the President.
- (2) The resignation takes effect-
 - (a) When the notice is received by the General Secretary or President;
 - (b) If a later time is stated in the notice, at the later time.
- (3) At a general meeting, OACWA may by resolution-
 - (a) Remove a Committee of Management member from office; and

- (b) Elect a member who is eligible under section 35 to fill the vacant position.\
- (4) A Committee of Management member who is the subject of a proposed resolution under section 48(3) (a) may make written representations to the General Secretary or President and may ask that the representations be provided to the members.
- (5) The General Secretary or President may give a copy of the representations to each member or, if they are not so given, the Committee of Management member may require them to be read out at the general meeting at which the resolution is to be considered.

50. When membership of Committee of Management ceases

A person ceases to be a Committee of Management member if the person-

- (a) dies or otherwise ceases to be a member;
- (b) resigns from the Committee of Management or is removed from office under section 48;
- (c) becomes ineligible to accept an appointment or act as a Committee of Management member under section 35;
- (d) becomes permanently unable to act as a Committee of Management member because of a mental or physical disability; or
- (e) fails to attend 3 consecutive Committee of Management meetings, of which the person has been given notice, without having notified the Committee of Management that the person will be unable to attend.

51. Validity of Acts

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

Division 4: Committee of Management meeting

52. Committee of Management Meetings

- (1) The Committee of Management must meet at least 9 times in each year at the dates and at the times and places determined by the Committee of Management.
- (2) The date, time and place of the first Committee of Management meeting must be determined by the Committee of Management members as soon as practicable after the annual general meeting at which the Committee of Management members are elected.
- (3) Special Committee of Management meetings may be convened by the President or any 2 Committee of Management members.

53. Notice of Committee of Management Meetings

- (1) Notice of each Committee of Management meeting must be given to each member at least 7 working days before the time of the meeting.
- (2) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.

- (3) Subject to section 55(4), the only business that may be conducted at the meeting is the business described in the notice.
- (4) business that has not been described in the notice may be conducted at the meeting if a majority of the members at the meeting agree to treat that business as urgent.

54. Procedure and Order of Business

- (1) The President or, in the President's absence, the Vice-President Administration shall preside as chairperson of each Committee of Management meeting.
- (2) If the President, Vice-President Administration and Vice President for Finance and Operation are absent, the Committee of Management members at the meeting must choose one of them to act as chairperson of the meeting.
- (3) The procedure to be followed at a Committee of Management meeting must be determined from time to time by the Committee of Management.
- (4) The order of business at a Committee of Management meeting may be determined by the Committee of Management members at the meeting.
- (5) A member or other person who is not a Committee of Management member may attend a Committee of Management meeting if invited to do so by the Committee of Management.
- (6) A person invited under section 53(5) to attend a Committee of Management meeting-
 - (a) has no right to any agenda, minutes or other document circulated at the meeting;
 - (b) must not comment about any matter discussed at the meeting unless invited by the Committee of Management to do so; and
 - (c) Cannot vote on any matter that is to be decided at the meeting.

55. Use of Technology for Meetings

- (1) Where the Committee of Management members are unable to meet physically, the use of technology may be used for committee of management meeting.
- (2) A member of the committee of management, who is unable to attend a meeting in person, may participate through the use of technology such as, telephone, skype, WhatsApp's, Facebook.
- (3) A member who participates in a Committee of Management meeting as allowed under section 54(2) 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.

56. Quorum for Committee of Management Meetings

- (1) Unless the Committee of Management determines otherwise, the quorum for a Committee of Management meeting shall be a majority (more than 50%) of total number of Committee of Management members.
- (2) Subject to subsection (5) of this section, no business is to be conducted at a Committee of Management meeting unless a quorum is present.
- (3) A quorum must be present for the entire Committee of Management meeting.
- (4) If a quorum is not present within 30 minutes after the notified commencement time of a Committee of Management meeting-
 - (a) in the case of a special meeting the meeting lapses; or
 - (b) otherwise, the meeting is adjourned to the same time, day and place in the following week.

- (5) If –
 - (a) a quorum is not present within 30 minutes after the commencement time of a Committee of Management meeting held under subsection (4)(b) of this section; and
 - (b) at least 2 Committee of Management members are present at the meeting, those members present are taken to constitute a quorum.

57. Voting at Committee of Management Meetings

- (1) Each Committee of Management member present at a Committee of Management meeting has one vote on any question arising at the meeting.
- (2) A motion is carried if a simple majority (more than 50%) of the Committee of Management members present at the Committee of Management meeting vote in favour of the motion.
- (3) A vote may take place by the Committee of Management members present indicating their agreement or disagreement or by a show of hands, unless the Committee of Management decides that a secret ballot is needed to determine a particular question.
- (4) If a secret ballot is needed, the chairperson of the meeting must decide how the ballot is to be conducted.

58. Circular Resolution

Circular resolution means a decision passed by the committee of Management pursuant to a meeting held in accordance with section 54 of this Constitution.

59. Minutes of Committee of Management Meetings

- (1) The Committee of Management must ensure that minutes are taken and kept of each Committee of Management meeting.
- (2) The minutes must record the following-
 - (a) the names of the Committee of Management members present at the meeting;
 - (b) the name of any person attending the meeting under section 53(5);
 - (c) the business considered at the meeting;
 - (d) any motion on which a vote is taken at the meeting and the result of the vote.
- (3) The minutes of a Committee of Management meeting must be entered in OACWA's minute book within 30 days after the meeting is held.
- (4) The chairperson must ensure that the minutes of a Committee of Management meeting are reviewed and signed as correct by-
 - (a) the chairperson of the meeting; or
 - (b) the chairperson of the next Committee of Management meeting.
- (5) When the minutes of a Committee of Management meeting have been signed as correct they are, until the contrary is proved, evidence that-
 - (a) the meeting to which the minutes relate was duly convened and held; and
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and;
 - (c) any appointment purportedly made at the meeting was validly made.

Division 5: Committees

60. Standing Committees

- (1) The Committee of Management may establish standing committees when necessary.
- (2) The composition and function of the standing committee shall be specified by guidelines.
- (3) A member of the Committee of Management shall Chair a standing committee

61. Ad Hoc and Sub Committees

- (1) To help the Committee of Management in the conduct of OACWA's business, the Committee may, in writing appoint one or more Ad hoc committees or sub Committees.
- (2) A member of Ad Hoc Committee or subcommittee shall elect a chair among themselves.
- (3) Ad hoc Committee or subcommittee may consist of the number of members that the committee of management considers appropriate.
- (4) Ad hoc Committee or subcommittee may meet and conduct its business as assigned to it.

62. Delegation of Powers to Committees

- (1) The Committee of Management may, in writing delegate to a Standing Committee, Subcommittee or Ad hoc Committee the exercise of any power or the performance of any duty of committee of management.
- (2) The delegation may be made subject to any condition, qualification, limitation, or exceptions that the Committee of Management specifies in the document by which the delegation was made.
- (3) The delegation does not prevent the Committee of Management from exercising or performing at any time the power or duty delegated.
- (4) Any act or thing done by a Standing Committee, Subcommittee, Ad hoc Committee or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Committee of Management.

PART 6: ELECTION COMMITTEE AND ELECTORAL DELEGATES

63. Election Committee

The Management of Committee shall establish an Election committee which will conduct elections.

64. Composition of Election Committee

- (1) The Election Committee shall consist of five (5) members.
- (2) The Election Committee shall elect a chairperson, secretary and treasurer amongst themselves.

65. Functions of the Election Committee

- (1) Organize and conduct election of the Committee of Management of OACWA fairly and freely in accordance with the rules and this Constitution, the Associations Incorporation Act and any rules made or adopted by the Committee of Management
- (2) Make recommendations on improvements to the election procedure and process.
- (3) Conduct a by-election when there is a vacant position on the Committee of Management.

66. Term of Office of the Election Committee

The terms of office for the Election Committee shall be three (3) years.

67. Meetings of the Election Committee

- (1) Election Committee shall meet as required.
- (2) The Election Committee shall give a notice in writing by post or electronic means to members at least seven working days before the meeting.
- (3) The quorum for a meeting of the Election Committee shall be (50 % plus One) of the total number of all the members of Election Committee.

68. Electoral Delegates

- (1) Election delegates shall consist of two representatives of each of each Association which is a member of the OACWA.
- (2) The Functions of the Election Delegates shall be to-
 - (a) attend the annual general meeting of OACWA; and
 - (b) cast vote on behalf of the Association they each represent

PART 7: ADVISORY COMMITTEE

69. Establishment and Composition of the Advisory Committee

- (1) There is established by this Constitution an Advisory Committee.
- (2) The Advisory Committee shall comprise at least five (5) and not more than seven (7) members.

70. Appointment to the Advisory Committee

- (1) The appointment of a member of the Advisory Committee shall be by the resolution of the Committee of Management.
- (2) The tenure of office of the Advisory Committee is three years subject to renewal for three consecutive years.
- (3) A non-African may be appointed as a member.
- (4) At least one member of the Advisory Committee shall be aged between 18 and 30 years old at the time of their appointment.

71. Duties of the Advisory Committee

The Duties of the Advisory Committee shall:

- (1) To advise on issues raised by the Committee of Management;

- (2) Act as a resource for Committee of Management;
- (3) Monitor OACWA's performance and make proposal to the Committee of Management to consider options for improvement or reform.; and
- (4) Perform any other duties assigned to it by the Committee of Management.

72. Eligibility of Membership

- (1) A member of the Advisory Committee shall be an individual who is recognized as being a person of experience, integrity, knowledge, prominence and credibility, and who can advise the Committee of Management on matters affecting African communities.
- (2) A person is not eligible to be a member of the Advisory Committee if in the previous five (5) years, was convicted of, or imprisoned for:
 - (a) an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate;
 - (b) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any state or territory of the Commonwealth of Australia.

73. Loss of Membership to the Advisory Committee

- (1) A member of Advisory Committee shall cease to be a member if that member-
 - (a) fails to attend two consecutive Advisory Committee meetings without notice to the chairperson or the acting chairperson of the Advisory Committee;
 - (b) Resigns by notice in writing to OACWA and that resignation is accepted by resolution of the Committee;
 - (c) Dies;
 - (d) Is incapacitated to perform his or her duties by mental or physical ill-health or
 - (e) becomes ineligible to be an Advisory Committee member under section 72(2) of this Constitution.
- (2) Where vacancy is created as a result of loss of membership, appointment of the new member shall be done according to provision of section 70(1).

74. Chairpersons and Secretary

- (1) The Advisory Committee in its first meeting shall elect a Chairperson and Secretary from among its members.
- (2) The tenure of office of the chairperson is three years subject to renewal.
- (3) The Chairperson shall chair each Advisory Committee meeting.
- (4) Where the chairperson is not present, the members may agree to appoint a chairperson to chair the meeting.

75. Meetings of the Advisory Committee

- (1) The Advisory Committee shall meet at least three times per calendar year.
- (2) Notice of an Advisory Committee meeting must be given to each Advisory Committee member at least 10 working days before the meeting in writing by post or electronic means.

- (3) The quorum for a meeting of the Advisory Committee is majority of the total number of the Advisory Committee members.
- (4) A quorum for a meeting of the Advisory Committee must be present at all times during the meeting.
- (5) The Advisory Committee shall attend a meeting of the Committee of Management to which it is invited.

PART 8: GENERAL MEETINGS

76. General Meeting

A general meeting is a meeting of the members of OACWA. There are two types of general meetings, namely:

- (a) An Annual General Meeting;
- (b) A Special General Meeting.

77. Annual General Meeting

- (1) The Committee of Management must determine the date, time and place of the annual general meeting.
- (2) OACWA shall hold an annual general meeting each calendar year-
 - (a) within 6 months after the end of OACWA's financial year;
 - (b) within a longer period if the Commissioner so allows.
- (3) If OACWA requires the approval from the Commissioner to hold its annual general meeting within a longer period under section 77(2)(b) the General Secretary shall ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- (4) The notice calling for an annual general meeting shall specify that it is an annual general meeting of OACWA and shall comply with section 77(5).
- (5) The ordinary business of the annual general meeting is as follows-
 - (a) confirmation of the minutes of the previous annual general meeting;
 - (b) confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed);
 - (c) elect or appoint Committee of Management members;
 - (d) receive the financial statements for the previous financial year;
 - (e) receive the review report on the financial statements for the previous financial year (if any);
 - (f) the auditor's report on the financial statements for the previous financial year (if any).
- (6) Any other business of which notice has been given in accordance with this Constitution may be conducted at the annual general meeting.

78. Special General Meetings

- (1) Any meeting of members which is not an annual general meeting is a special general meeting.
- (2) The Committee of Management may convene a special general meeting.
- (3) The Committee of Management must convene a special general meeting if at least 20% of the members require a special general meeting to be convened.

- (4) The members requiring a special general meeting to be convened must-
 - (a) make the requirement by written notice given to the General Secretary;
 - (b) state in the notice the business to be considered at the meeting;
 - (c) each sign the notice.
- (5) The special general meeting must be convened within 28 days after notice is given under section 78(4) and may only consider the business stated in the notice by which the requirement was made.
- (6) If the Committee of Management does not convene a special general meeting within that 28 day period, the members making the requirement (or any of them) may convene the special general meeting.
- (7) OACWA must reimburse any reasonable expenses incurred by the members convening a special general meeting under section 78(6).

79. Notice of General Meetings

- (1) The General Secretary or, in the case of a special general meeting convened, the members convening the meeting, must give to each member-
 - (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - (b) at least 14 days' notice of a general meeting in any other case.
- (2) The notice must-
 - (a) specify the date, time and place of the meeting;
 - (b) indicate the general nature of each item of business to be considered at the meeting;
 - (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Committee of Management under section 47(2);
 - (d) if a special resolution is proposed, set out the wording of the proposed resolution and state that the resolution is intended to be proposed as a special resolution.

80. Presiding member and Quorum for General Meetings

- (1) The President or, in the President's absence, the Vice-President for Administration must preside as chairperson of each general meeting.
- (2) If the President, Vice-President for Administration and Vice-President for Finance and Operations are absent the Committee of Management members at the meeting shall choose one of them to act as chairperson of the meeting.
- (3) 6 members personally present and entitled to vote shall constitute a quorum for an annual general meeting or special general meeting.
- (4) No business is to be conducted at a general meeting unless a quorum is present.
- (5) If a quorum is not present within 30 minutes after the notified commencement time of a general meeting-
 - (a) in the case of a special general meeting, the meeting lapses; or
 - (b) in the case of the annual general meeting the meeting is adjourned to-
 - (i) the same time and day in the following week; and
 - (ii) the same place, unless the chairperson specifies another place at the time of the adjournment or written notice of another place is given to the members before the day to which the meeting is adjourned.
- (6) If-

- (a) a quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subsection (5)(b) of this section; and
- (b) at least 2 members are present at the meeting, those members present are taken to constitute a quorum.

81. Adjournment of General Meeting

- (1) The Chairperson of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
- (2) Without limiting subsection (1) of this section, a meeting may be adjourned-
 - (a) if there is insufficient time to deal with the business at hand; or
 - (b) to give the members more time to consider an item of business.
- (3) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
- (4) Notice of the adjournment of a meeting under this section is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with section 79.

82. Voting at General Meeting

- (1) On any question arising at a general meeting, subject to subsection(4) of this section, each member has one vote.
- (2) Except in the case of a special resolution, a motion is carried if a majority of the members with full voting rights present at a general meeting vote in favour of the motion.
- (3) If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
- (4) For a person to be eligible to vote at a general meeting as a member, the member (a) must have been member at the time notice of the meeting was given under section 79; and
- (5) must have paid any levy or other money payable to OACWA by the member.

83. When Special Resolutions are Required

- (1) A special resolution is required if it is proposed at a general meeting-
 - (a) to affiliate OACWA with another body; or
 - (b) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (2) Subsection(1) of this section does not limit the matters in relation to which a special resolution may be proposed.

84. Determining whether Resolution Carried

- (1) In this section poll means the process of voting in relation to a matter that is conducted in writing.

- (2) Subject to subsection(4) of this section, the President or acting during the general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been-
 - (a) carried;
 - (b) carried unanimously;
 - (c) carried by a particular majority; or
 - (d) lost.
- (3) If the resolution is a special resolution, the declaration under subsection (2) of this section must identify the resolution as a special resolution.
- (4) If a poll is demanded on any question by the President of the meeting or by at least 3 other members present-
 - (a) the poll must be taken at the meeting in the manner determined by the President;
 - (b) the President must declare the determination of the resolution on the basis of the poll.
- (5) If a poll is demanded on the election of the President or on a question of an adjournment, the poll must be taken immediately.
- (6) If a poll is demanded on any other question, the poll must be taken before the close of the meeting at a time determined by the President.
- (7) A declaration under subsections (2) or subsection (4) of this section must be entered in the minutes of the meeting, and the entry is, without proof of the voting in relation to the resolution, evidence of how the resolution was determined.

85. Minutes of General Meeting

- (1) The General Secretary, or a person authorised by the Committee of Management from time to time, must take and keep minutes of each general meeting.
- (2) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (3) In addition, the minutes of each annual general meeting must record-
 - (a) the names of the members attending the meeting;
 - (b) the financial statements or financial report presented at the meeting, as referred to in section 76(5) (d); and
 - (c) any report of the review or auditor's report on the financial statements or financial report presented at the meeting, as referred to in section 77(5)(e).
- (4) The minutes of a general meeting must be entered in OACWA's minute book within 30 days after the meeting is held.
- (5) The President must ensure that the minutes of a general meeting are reviewed and signed as correct by-
 - (a) the President or acting of the meeting; or
 - (b) the President or acting of the next general meeting.
- (6) When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that-
 - (a) the meeting to which the minutes relate was duly convened and held;
 - (b) the matters recorded as having taken place at the meeting took place as recorded; and
 - (c) any election or appointment purportedly made at the meeting was validly made.

PART 9: FINANCIAL MATTERS

86. Source of Funds

The funds of OACWA may be derived from annual fees, donations, fund-raising activities, grants, interest and any other sources approved by the Committee of Management.

87. Control of Funds

- (1) OACWA must open an account in the name of OACWA with a financial institution from which all expenditure of OACWA is made and into which all funds received by OACWA are deposited.
- (2) Subject to any restrictions imposed at a general meeting, the Committee of Management may approve expenditure on behalf of OACWA.
- (3) The Committee of Management may authorise the Treasurer to expend funds on behalf of
- (4) OACWA up to a specified limit without requiring approval from the Committee of Management for each item on which the funds are expended.
- (5) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of OACWA must be signed by-
 - (a) 2 Committee of Management members; or
 - (b) one Committee of Management member and a person authorised by the Committee of Management.
- (6) All funds of OACWA must be deposited into OACWA's account within 5 working days after their receipt.

88. Financial Statements and Financial Reports

- (1) For each financial year, the Committee of Management must ensure that the requirements imposed on OACWA under Part 5 of the Act relating to the financial statements or financial report of OACWA are met.
- (2) Without limiting subsection (2) of this section, those requirements include-
 - (a) as OACWA is a tier 1 association, the preparation of the financial statements; and
 - (b) the presentation to the annual general meeting of the financial statements.

PART 10: GENERAL MATTERS

89. Standing Orders

- (1) Provided that they are not inconsistent with this Constitution or the Associations Incorporations Act, the Committee of Management may make, amend and repeal Standing Orders for the management of OACWA by way of an ordinary resolution at a Committee of Management meeting.
- (2) Any Standing Orders made under this section do not form part of this Constitution and are not required to be lodged with the Commissioner.
- (3) At the request of a member, OACWA must make a copy of the Standing Orders available for inspection by the member.

90. Patrons

- (1) The Committee of Management may appoint Patrons of the OACWA.

- (2) The functions of Patrons shall be specified in the instrument of appointment based on a resolution passed by the Committee of Management.
- (3) Patrons are-
 - (a) entitled to notice of all general meetings;
 - (b) entitled to attend and speak at general meetings; and
 - (c) not entitled to vote at any general meeting.

91. Giving Notices to Members

- (1) In this section recorded means recorded in the register of members.
- (2) A notice or other document that is to be given to a member under this Constitution is taken not to have been given to the member unless it is in writing and-
 - (a) delivered by hand to the recorded address of the member;
 - (b) sent by prepaid post to the recorded postal address of the member; or
 - (c) sent by facsimile or electronic transmission to an appropriate recorded number or recorded electronic address of the member.

92. Custody of Books and Securities

- (1) Subject to subsection (2) of this section, the books and any securities of OACWA must be kept in the General Secretary's custody or under the General Secretary's control.
- (2) The financial records and, as applicable, the financial statements or financial reports of OACWA must be kept in the Treasurer's custody or under the Treasurer's control.
- (3) Subsections 92(1) and (2) of this section have effect except as otherwise provided for in this Constitution.
- (4) The books of OACWA must be retained for at least seven (7) years.

93. Inspection of Documents

- (1) A member may request to inspect-
 - (a) the register of members;
 - (b) the record of the names and addresses of Committee of Management members, and other persons authorised to act on behalf of OACWA; or
 - (c) any other record or document of OACWA.
- (2) Despite subsection 93(1), the Committee of Management may refuse to permit a member of OACWA to inspect or obtain a copy of records of OACWA that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of OACWA.
- (3) The member must contact the General Secretary to make the necessary arrangements for the inspection.
- (4) The inspection must be free of charge.
- (5) The member may request that a copy of or an extract from a record or document referred to in section 93(1) (c) is provided, but does not have a right to remove the record or document for that purpose. A reasonable fee, as set by the Committee of Management, may be charged for each page copied.
- (6) The member must not use or disclose information in a record or document referred to in subsection (1)(c) of this section except for a purpose-
 - (a) that is directly connected with the affairs of OACWA; or
 - (b) that is related to complying with a requirement of the Act.

- (7) The Committee of Management will require a member who requests access to records under subsection (1) of this section to provide a statutory declaration to the General Secretary setting out the purpose of the request and declaring that the purpose is connected with OACWA's affairs.

94. Prohibited use of Information on Members Register

A member shall not use or disclose the information on the members register-

- (a) To gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member).
- (b) To contact, send material to OACWA or a member for the purpose of advertising for political, religious, charitable or commercial purposes.
- (c) For any other purpose unless the use of the information-
 - (i) is approved by the Committee of Management;
 - (ii) for a purpose directly connected to OACWA's affairs; or
 - (iii) to the provision of information to the Commissioner under the Associations Act 2015.

95. Publication by Committee of Management Members Prohibited

A Committee of Management member must not publish, or cause to be published, any statement about the business conducted by OACWA at a general meeting or Committee of Management meeting unless-

- (a) the Committee of Management member has been authorised to do so at a Committee of Management meeting; and
- (b) the authority given to the Committee of Management member has been recorded in the minutes of the Committee of Management meeting at which it was given.

96. Distribution of Surplus Property

- (1) In this section surplus property, in relation to OACWA, means property remaining after satisfaction of-
 - (a) the debts and liabilities of OACWA; and
 - (b) the costs, charges and expenses of winding up or cancelling the incorporation of OACWA, but does not include books relating to the management of OACWA.
- (2) On the cancellation of the incorporation or the winding up of OACWA, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

97. Amendments to the Constitution

- (1) The Constitution shall not be amended except by a vote of not less than 75% of all members of the Committee of Management
- (2) An amendment to this Constitution changing OACWA's-
 - (a) name, or
 - (b) object or purposes, does not become effective until-
 - (i) the required documents are lodged with the Commissioner; and
 - (ii) the Commissioner's written approval to the changes is received by OAC WA.