

Rules of the Association for the Blind of Western Australia (Incorporated)

1. NAME

The name of the incorporated Association shall be:

Association for the Blind of Western Australia (Incorporated)

herein referred to as "the Association" and being the amalgamation of two (2) former organisations namely the Braille Society for the Blind of Western Australia (Incorporated) and the Guide Dogs for the Blind Association (Incorporated).

2. OBJECTS

2.1 The objects of the Association are to maximise the quality of life of Western Australians who are blind or vision impaired, by:

- (a) establishing, financing and maintaining facilities and services to enable people who are blind and vision impaired to maximise their quality of life as Members of the general community of Western Australia;
- (b) providing services which develop skills, promote well being, independence and community participation, and which facilitate access to services and information for people who are blind or vision impaired;
- (c) conducting community education and advocacy programs in consultation with members and Consumers and with or independently of government and other organisations designed to create an environment free of social, attitudinal, institutional and physical barriers for people with vision impairments; and
- (d) promoting a policy of affirmative action for people who are blind or vision impaired.

3. POWERS

3.1 Solely for furthering the objects of the Association the Association shall have power:

- (a) to purchase, take on lease, exchange, hire, or otherwise acquire any lands, buildings, easements or property, real and personal, or any rights or privileges which may be requisite for the purposes of or capable of being conveniently used in connection with any of the objects of the Association;

- (b) to subscribe to, become a Member of and cooperate with any other association, club or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of this Association provided that the Association shall not subscribe to or support with its funds any club, association or organisation which does not prohibit the distribution of its income and property amongst its Members to an extent at least as great as imposed on the Association under or by virtue of these Rules;
- (c) to buy, sell or deal in any kinds of articles, commodities and services, in accordance with State or Federal legislative requirements;
- (d) to charge for the provision of services or facilities in accordance with State or Federal legislation;
- (e) subject to approval by not less than a two thirds ($\frac{2}{3}$) majority of the Board, to charge for the provision of goods, services and/or facilities used directly by Consumers and not prescribed by State or Federal legislation;
- (f) to enter into any arrangements with any government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association;
- (g) to obtain from any government or authority any rights, privileges and connections which the Association may think desirable to obtain; and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions;
- (h) to appoint, employ, remove or suspend, educate and train such employees as may be necessary or convenient for the objects of the Association;
- (i) to construct, improve, maintain, demolish, carry out, alter or control houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Association's interests and to contribute to, subsidise, or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof;
- (j) to invest, or deal with, money of the Association not immediately required in such manner as may from time to time be thought fit, consistent with the operating policies adopted by the Board or the Members in an Annual General Meeting or Special General Meeting from time to time;
- (k) to take, or otherwise acquire, and hold shares, debentures and other security of any company or body corporate and to co-

operate or enter into arrangement with any company or body corporate;

- (l) to give credit to any Person and to guarantee and to give guarantees or indemnities for the payment of money or performance of contracts or obligations by any Person;
- (m) to borrow or raise money either alone or jointly with any other Person in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to secure any monies and further advances borrowed or to be borrowed alone or with others aforesaid by note secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, lien, charge or other security upon the whole or any part of the Association's property or assets present or future and to purchase, redeem or pay off any such security;
- (n) to draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments;
- (o) to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with any or any part of the property and rights of the Association;
- (p) to take or hold mortgages, liens or charges, to secure payment of the purchase price or any unpaid balance of the purchase price, of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers and others;
- (q) to take any gift, bequest or property whether subject to any special trust or not for any one (1) or more of the purposes of the Association;
- (r) to take such steps by personal or written appeals, public meetings or otherwise, as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association, in the form of donations, annual subscriptions or otherwise;
- (s) to print and publish any newspapers, periodicals, books, leaflets, video tapes or audio tapes or electronic material or in any other medium that the Association may think desirable for the promotion of its objects;
- (t) subject to agreement of the Members by special resolution, to amalgamate with any one (1) or more incorporated associations (including but not limited to by way of vending or transferring any

and all assets, property and otherwise of the Association into another incorporated association) having objects together or in part similar to those of the Association and which prohibit the distribution of its or their income and the property amongst its or their Members to an extent at least as great as that imposed upon the Association under or by virtue of the Association's Rules;

- (u) to purchase or otherwise acquire or take all or any part of the property, assets, liabilities and engagements of any one (1) or more of the incorporated associations with which the Association is authorised to amalgamate;
- (v) to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one (1) or more of the incorporated associations with which the Association is authorised to amalgamate;
- (w) to make donations for charitable or community purposes;
- (x) to indemnify any Person for any loss or damage incurred as a result of having on behalf of the Association become liable to pay any amount of damages or otherwise;
- (y) to hold in the capacity of trustee, agent, attorney, nominee or in any other capacity for or on behalf of any Person, undertaking, syndicate of persons, government or any governmental public or municipal authority or body any real or personal property of any kind whatsoever and any interest or rights therein and including without limiting the generality of the foregoing shares, stocks, debentures debenture stocks, bonds, obligations, notes, securities, book debts, insurance policies, choses in action, land, buildings, mortgages, charges, licences, annuities, titles, certificates, deeds and any reversionary or contingent interests in real or personal properties and to act as trustee, agent, attorney or representative for the sale or purchase of any shares, stocks, investments or securities in or for any other monetary or mercantile transactions; and
- (z) to do all such things as are incidental or conducive to the attainment of the Association's objects and the exercise of the powers of the Association.

4. MEMBERSHIP

4.1 Membership of the Association is open to:

- (a) natural persons who are blind or vision impaired;

- (b) family members of natural persons who are blind or vision impaired;
 - (c) individuals with specialist knowledge in the field of blindness or vision impairment; and
 - (d) other interested natural persons or corporations.
- 4.2 A person becomes a Member for the current year by voluntary contribution of such amount and in such manner as shall be determined from time to time by the Board.
- 4.3 A Person who in the opinion of the Board has given at least ten (10) years outstanding service to the Association may be appointed by the Board to be a Life Member. Life Members shall not be liable to pay the Membership Fee.
- 4.4 The Board may expel a Member by a resolution passed by two thirds ($\frac{2}{3}$) of the Directors if in the opinion of the Board at its sole discretion:
- (a) the conduct of the Member is or reasonably could be detrimental to the Association or its clients;
 - (b) the Member is not of good standing in the community; or
 - (c) it is otherwise not in the best interests of the Association for that person's membership to continue.
- 4.5 If the Board proposes to expel a Member because his or her conduct is detrimental to the interests of the Association, it shall before passing a resolution to that effect direct the Chief Executive Officer to communicate in writing to the Member the grounds for the proposed expulsion and the time, date and place of the meeting of the Board at which the proposed expulsion will be decided. This notice shall be given not less than twenty one (21) days before the date of that meeting.
- 4.6 At a meeting of the Board held as referred to in Rule 4.4 the Board shall:
- (a) give to the Member the subject of the proposed resolution of expulsion an opportunity to make oral representations;
 - (b) give due consideration to any written representations submitted by the Member at or prior to the meeting; and
 - (c) decide whether to pass or not the proposed resolution of expulsion.

- 4.7 Where the Board decides to pass the resolution in accordance with Rule 4.6, the Chief Executive Officer shall, within seven (7) days after the passing of that resolution, by notice in writing inform the Member who is the subject of that resolution of expulsion of the reasons for it and of the right of appeal under this rule.
- 4.8 A Member who is expelled under Rule 4.6 from his or her Membership and does not exercise his or her right of appeal ceases to be a Member fourteen (14) days after the day on which the decision so to expel them is communicated to them under Rule 4.7.
- 4.9 A Member who is expelled from Membership of the Association under Rule 4.6 shall, if they wish to appeal against that expulsion, give notice to the Chief Executive Officer of their intention to do so within a period of fourteen (14) days.
- 4.10 When notice is given under Rule 4.9, the Chief Executive Officer shall thereupon notify the Board of the appeal and the Board must meet to re-hear and received additional submissions from the Member who is the subject of the expulsion within twenty eight (28) days and shall:
- (a) give to the Member the subject of the decision an opportunity to make additional oral representations;
 - (b) give due consideration to any additional written representations submitted by the Member the subject of the decision at or prior to the meeting; and
 - (c) decide whether to confirm or to revoke the resolution of expulsion originally passed by the Board.
- 4.11 A Member who has been expelled under Rule 4.4 (or Rule 4.11 if applicable) shall not be entitled to make any subsequent application for Membership and any such application for Membership must not be considered by the Board.

5. MEMBERSHIP FEES

- 5.1 Applications for new Membership must be accompanied by payment of the full Membership Fee for the current year.
- 5.2 Membership Fee renewals shall be payable on the 1st day of July in each year.
- 5.3 Any Member whose Membership Fee is unpaid for three (3) months following the date at which it becomes payable shall cease to be a Member.

6. BOARD OF DIRECTORS

- 6.1 The affairs of the Association shall be managed by the Board.
- 6.2 The Board shall exercise the powers of the Association, other than those powers and functions that are required by these Rules to be exercised by the Members in General Meetings.
- 6.3 Subject to these Rules, the Associations Incorporation Act 1987 (WA) as amended from time to time, and the Regulations under that Act, the Board has the power to perform all such acts and things as appear to the Board to be necessary for the proper management of the business and affairs of the Association.
- 6.4 The Board may delegate its powers to any Committee of the Board and to the Chief Executive Officer and authorised managers for the sole purpose of carrying out the daily activities and functions of the Association.

7. COMPOSITION OF THE BOARD

- 7.1 Under normal circumstances the membership of the Board shall reflect the skills and abilities needed to effectively direct the affairs of the Association. The Board shall consist of twelve (12) Members of which at least two (2) shall be natural persons who are blind or vision impaired.
- 7.2 The Board shall meet within one (1) month after the Annual General Meeting each year and at that meeting elect from among its Members a President, two (2) Vice-Presidents and a Treasurer.
- 7.3 The Board may co-opt such Persons as it thinks fit to fill any casual vacancy which may occur on the Board.
- 7.4 The Board may co-opt additional Persons as it thinks fit to be Directors. Such co-opted Directors shall not be entitled to vote and shall hold office for such period as determined by the Board, and if no period be determined then until the conclusion of the next Annual General Meeting.
- 7.5 The Board shall have power to appoint Committees to carry out the objects of the Association. Such Committees shall make recommendations to the Board and their delegated authority shall be defined from time to time by the Board. Committee members shall be appointed for such periods as the Board sees fit and if no period is determined then until the conclusion of the next Annual General Meeting.

8. ELECTION OF THE BOARD

8.1 Nominations for election to the Board:

- (a) may be made by any Member;
- (b) must be seconded by another Member;
- (c) must be accompanied by the assent of the nominee; and
- (d) must be lodged with the Chief Executive Officer at least thirty (30) days before the date of the Annual General Meeting.

8.2 Each Director shall hold office for a period of three years from the date of election but in the event of a casual vacancy the Board may appoint a Director to hold office until the next Annual General Meeting. In the event that the vacating Director's term of office would have extended beyond the Annual General Meeting, an election shall be held to fill the remaining term of that Director. The number of Directors shall not fall below seven (7).

8.3 No Director may serve more than three terms.

8.4 The office of Director becomes vacant if the Director:

- (a) dies;
- (b) resigns by notice in writing;
- (c) is convicted of any indictable offence, with the exception of a spent conviction, including offences under the Association's Incorporation Act 1987 (WA);
- (d) is determined by resolution of the majority of the Board to:
 - (i) be mentally or physically incapable of performing his or her duties as a Director; or
 - (ii) have been guilty of conduct unbecoming or prejudicial to the interests of the Association and his or her duties as a Director;
- (e) is absent for 3 consecutive Board meetings unless the Board has granted leave of absence;
- (f) ceases to be a Member; or
- (g) becomes a Bankrupt within the meaning of Section 5 of the Bankruptcy Act 1966 (Cth).

9. PROCEDURES OF THE BOARD

- 9.1 The Board shall, unless otherwise determined by the Board, meet at least six (6) times in each year at such place and such times as the Board may determine.
- 9.2 Special meetings of the Board may be convened by the President or by any seven (7) Directors.
- 9.3 Notice shall be given to Directors of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted at such meeting.
- 9.4 At least six (6) of the Directors will be deemed to form a quorum for the transaction of the business at a meeting of the Board.
- 9.5 No business shall be transacted unless a quorum is present. If within half an hour of the time appointed for the meeting a quorum is not present the meeting shall stand adjourned to a place and time to be determined, unless the meeting was a special meeting in which case it lapses.
- 9.6 At meetings of the Board the President shall preside or if the President is absent, a Vice-President, or failing any of them for any reason, such one (1) of the remaining Directors as may be chosen by the Directors present at the Board meeting.
- 9.7 Each Director has a deliberative vote except for any Member co-opted under the provisions of Rule 7.4.
- 9.8 A question arising at a Board Meeting shall be decided by a majority of votes but if there is an equality of votes the person presiding at the meeting shall have a deciding vote in addition to his or her deliberative vote.
- 9.9 Where any Director or Member of a Committee has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of the Board, or has a conflict of interest in any matter under deliberation that Member shall declare such interest or conflict of interest at the meeting and refrain from participating in any discussion or decision relating to the matter.
- 9.10 The Association shall cause to be kept minutes of the resolutions and proceedings of each meeting of the Board in books provided for that purpose together with a record of the names of Persons present at each meeting.
- 9.11 A meeting of the Board may be conducted in person, by telephone, by other electronic means, by circular resolution or by any combination thereof.

10. ANNUAL GENERAL MEETING

- 10.1 The Association shall in each financial year convene an annual general meeting of Members.
- 10.2 The President, or in his/her absence, one (1) of the Vice-Presidents, shall preside at each Annual General Meeting of the Association.
- 10.3 If the President and the Vice-Presidents are absent from an Annual General Meeting, the Directors present shall elect a Director to preside at the meeting, failing which the Members present shall be entitled to elect one (1) of their Members to preside at the meeting.
- 10.4 The Annual General Meeting shall be held on such day as the Board determines within four (4) months after the end of the Association's financial year.
- 10.5 The Annual General Meeting of the Association shall be convened by formal notice circulated by post or electronically to all Members and Directors at least twenty one (21) days before the date of the meeting.
- 10.6 The business of the Annual General Meeting shall be:
 - (a) to present the Annual Report and Audited Financial Statements for the previous financial year;
 - (b) to confirm the minutes of the preceding Annual General Meeting held since that meeting;
 - (c) the election of Directors;
 - (d) the appointment of an Auditor for the ensuing twelve (12) months;
 - (e) any other business requiring a resolution by the Members providing at least thirty (30) days notice has been given to the Chief Executive Officer; and
 - (f) any other business not requiring a resolution by the Members.
- 10.7 All Members who are present at the Annual General Meeting of the Association shall be entitled to one (1) vote providing that their Membership Fees have been paid more than thirty (30) days before the meeting
- 10.8 Thirty (30) Members personally present, of whom at least six (6) shall be blind or vision impaired, (being Members entitled under these Rules to vote at an Annual General Meeting) constitute a quorum for the transaction of the business of an Annual General Meeting.

- 10.9 No item of business shall be transacted at an Annual General Meeting unless a quorum of Members entitled to vote under these Rules is present during the time when the meeting is considering that item.
- 10.10 Postal Voting shall be permitted at an Annual General Meeting on any item for which formal notice has been given pursuant to Rule 10.6 (e) and the Chief Executive Officer shall ensure that all Members have the opportunity to exercise a Postal Vote if they wish to do so.
- 10.11 In the case of an equality of votes on any question at an Annual General Meeting the person presiding shall have the casting vote.
- 10.12 The Association shall cause to be kept minutes of the resolutions and proceedings of each Annual General Meeting in books provided for that purpose.

11. SPECIAL GENERAL MEETINGS

- 11.1 All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
- 11.2 All aspects of these Rules which apply to notification and conduct of Annual General Meetings shall apply to the notification and conduct of Special General Meetings.
- 11.3 A majority of Directors may, whenever they think fit, convene a Special General Meeting.
- 11.4 The Board shall within fourteen (14) days of receipt of a requisition in writing signed by not less than thirty (30) Members, call for a Special General Meeting to be held, specifying the business to be transacted.
- 11.5 A Special General Meeting shall be convened by formal notice circulated by post or electronically to all Members and Directors at least twenty one (21) days before the date of the meeting.
- 11.6 The business of a Special General Meeting shall be:
- (a) any business requiring a resolution by the Members providing at least thirty (30) days notice has been given to the Chief Executive Officer; and
 - (b) any other business not requiring a resolution by the Members.
- 11.7 All Members who are present at a Special General Meeting shall be entitled to one (1) vote providing that their Membership Fees have been paid more than thirty (30) days before the meeting

- 11.8 Thirty (30) Members personally present, of whom at least six (6) shall be blind or vision impaired, (being Members entitled under these Rules to vote at a Special General Meeting) constitute a quorum for the transaction of the business of a Special General Meeting.
- 11.9 No item of business shall be transacted at a Special General Meeting unless a quorum of Members entitled to vote under these Rules is present during the time when the meeting is considering that item.
- 11.10 Postal Voting shall be permitted at a Special General Meeting on any item for which formal notice has been given pursuant to Rule 11.6 (a) and the Chief Executive Officer shall ensure that all Members have the opportunity to exercise a Postal Vote if they wish to do so.
- 11.11 In the case of an equality of votes on any question at a Special General Meeting the person presiding shall have the casting vote.
- 11.12 The Association shall cause to be kept minutes of the resolutions and proceedings of each Special General Meeting in books provided for that purpose.

12. THE FISCAL YEAR OF THE ASSOCIATION

The financial year of the Association shall be from the first day of July to the thirtieth day of June in the succeeding year.

13. CONTROL OF PROPERTY

- 13.1 Any cheque or withdrawal form drawn on the assets of the Association shall be signed by two (2) signatories, who shall be either Directors or authorised members of the Association's staff.
- 13.2 The Board shall determine at its first meeting following the Annual General Meeting who the authorised signatories shall be for the ensuing year. These authorities shall be recorded as part of the formal minutes of the Board.
- 13.3 All property, both real and personal, respectively, of the Association shall be vested in the Association.

14. APPLICATION OF INCOME AND PROPERTY

The income and property of the Association shall be applied solely toward the promotion of its objects. No portion of the income or property shall be distributed directly to Members, provided that nothing shall prevent the payment in good faith of remuneration to an official or employee of the Association in return for services rendered in the promotion of the purposes or objects of the Association.

15. AUTHORISATION FOR FUND RAISING

No Member shall raise funds for the Association without the written authority of the President or Chief Executive Officer or the Board.

16. COMMON SEAL

The Common Seal of the Association shall be kept in the custody of the Chief Executive Officer and shall only be affixed to any document by direction of the Board. Any two (2) Directors shall countersign the affixation of the Common Seal at least one (1) of whom shall be the President, a Vice President or the Treasurer, and the Chief Executive Officer shall keep a record of all documents to which the Common Seal has been affixed.

17. INDEMNITY

17.1 These Rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these Rules and agreed to be bound by all their provisions.

17.2 No Director or employee of the Association shall be liable for the acts of any other Director or employee of the Association, or for any loss or damage or expense suffered or incurred by the Association, unless the same is caused by his or her own unlawful wilful act, neglect or default.

17.3 Every Director and employee of the Association shall be indemnified out of the funds of the Association against any losses, costs or expenses incurred by him or her from the discharge of his or her duties, except where such losses, costs and expenses are incurred by his or her own unlawful wilful act, neglect or default.

18. AMENDMENT TO RULES

The Rules may be altered, added to or repealed at the Annual General Meeting or a Special General Meeting of the Members in a manner consistent with the Associations Incorporations Act 1987 (WA) through a resolution passed by at least 3/4 of the Members present and voting in person or by Postal Vote. The Notice convening such meeting shall have specified the proposed alterations, additions or repeal of the Rules.

19. WIND-UP OR DISSOLUTION

19.1 The Association may be dissolved or wound up by a special resolution passed at an Annual General Meeting or Special General Meeting.

19.2 If upon the dissolution or winding up of the Association there remains, after the satisfaction of all its debts and liabilities and the costs, charges and expenses of the dissolution or winding up, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the Members, but shall be distributed:

- (a) to another incorporated association having objects similar to those of the Association, or
- (b) for charitable purposes,

which incorporated association or purposes, as the case may be, shall be determined by resolution of the Members when authorising and directing the Board under Section 33(3) of the Associations Incorporation Act 1987 (WA) to prepare a distribution plan for the distribution of the surplus property of the Association.

20. MISCELLANEOUS

- 20.1 The Treasurer shall supervise the finances of the Association.
- 20.2 The Auditor shall audit the books and accounts of the Association and shall report and certify to the Association the result of such audit and other matters relating thereto.
- 20.3 There shall be a Chief Executive Officer who shall be an employee of the Association who shall conduct the day to day operations of the Association subject to the direction of the Board.
- 20.4 The Chief Executive Officer shall endeavour to ensure that all members who are blind or vision impaired who may vote at General Meetings receive communications in their preferred format.
- 20.5 The Board may, from time to time, prescribe a procedure and form by which the Members may make a Postal Vote provided that the Board notifies the Members as to such procedure and form for Postal Voting with the notification of the election, ballot, poll or other vote in which the Members may cast their votes.
- 20.6 In the event of any dispute or question as to the validity of a Postal Vote, the President shall make a determination of any dispute or question and such determination is final.

21. DEFINITIONS

“Annual General Meeting” means a meeting of Members convened in accordance with Rule 10.

“Association” means the Association for the Blind of Western Australia (Incorporated).

“Auditor” means a duly registered Australian auditor.

“Board” means the board of Directors for the Association constituted as provided in Rule 7 and meaning “the committee” as specified in Section 20 of the Associations Incorporation Act 1987 (WA).

“Chief Executive Officer” means the chief executive officer of the Association, as appointed by the Board from time to time.

“Committee” means a committee appointed by the Board in accordance with Rule 7.5.

“Consumer” means a Person who is a Member and is blind or vision impaired to whom the Association provides goods and/or services.

“Director” means a Director of the Association, being a Member appointed to the Board from time to time under Rule 7 or 8.

“General Meeting” means an Annual General Meeting or a Special General Meeting.

“Member” means a member of the Association from time to time and **“Membership”** has a corresponding meaning.

“Membership Fee” means the annual contribution payable by Members to Association as determined in accordance with Rule 4.2.

“Person” means a natural person, corporation, body corporate, firm, partnership or other legal entity.

“Postal Vote” means a vote by a Member in an election, ballot, poll or other vote (as applicable) held by the Association sent to the Board or the Board’s authorised representative (as applicable) by way of post, electronic mail or facsimile in accordance with the procedure and form for such voting as prescribed by the Board from time to time pursuant to Rule 20.5.

“President” means the president of the Association as appointed by the Board from time to time.

“Rules” means these rules of the Association as amended from time to time in accordance with Rule 18.

“Special General Meeting” means a meeting of Members convened in accordance with Rule 11.

“Treasurer” means the treasurer of the Association as appointed by the Board from time to time.

“Vice President” means a vice president of the Association as appointed by the Board from time to time.