



WARI Members

16 October 2018

### **Proposed Changes to WARI's Constitution**

With the implementation of the new Associations Incorporation Act 2015 (Refer the Act) effective as from 2<sup>nd</sup> November 2018 any future reference to the said Act is to be included within Western Australian Railway's Institute (Refer WARI) Constitution.

Previous amendments to WARI's Constitution in December 2014 in retrospective of the new Act were approved in the Special General Meeting held on 8<sup>th</sup> December 2014 and were incorporated within the revised WARI Constitution.

Department of Commerce have reviewed the amendments made and approved all amendments accordingly, however have advised of some inconsistencies with the provisions of the Act, as per below:

1. Section 13      Custody and Use of Common Seal  
(Include use of common seal)
  
2. Section 10      Inspection of records of members  
(Include an extract from a document)

In addition, after due diligence of reviewing all Schedule 1 Requirements of the updated version of the Act, it was identified the following minor amendments are required:

1. Section 9.3      Annual General Meetings to occur within 6 months of end of financial period
2. Section 14      Distribution of Surplus Property of the incorporated association if wound up.

These proposed amendments are detailed attached and will be tabled at WARI's Annual General Meeting for approval subject to quorum of General Members.

A handwritten signature in black ink, appearing to read "Mark Toogood", is written over a white rectangular area.

Mark Toogood

WARI Manager

# Rules Checklist

16th October 2018

Schedule 1 Requirements	<u>WARI</u> <u>Constitution</u> <u>Reference</u>	Changes Required
<p><u>Not For Profit Clause</u> The Rules must include a provision in, or substantially in the following terms: "The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the association, except in good faith in the promotion of those objects or purposes."</p>	Section 3.2	No change.
<p><u>Matter</u> 1 The Name of the Incorporated Association</p>	Section 1	No change.
2 The objects or purposes of the incorporated association.	Section 3.1	No change.
3 The qualifications (if any) for membership of the incorporated association and provision for when membership commences and when it ceases.	Section 4 Sub 4.1 to 4.6	No change.
4 The register of members of the incorporated association.	Section 4 Sub 4.5	No change.
5 The entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association.	Section 4 Sub 4.1	No Change

6	<p>The name, constitution, membership and powers of the management committee or other body having the management of the incorporated association (in this clause referred to as the committee) and provision for the following:</p> <p>a. The election or appointment of members of the committee.</p> <p>b. The terms of office of members of the committee.</p> <p>c. The grounds on which, or reasons for which, the office of a member of the committee shall become vacant.</p> <p>d. The filling of casual vacancies occurring on the committee.</p> <p>e. The quorum and procedures at meetings of the committee.</p> <p style="text-align: center;">Quorum Procedure</p> <p>f. The making and keeping of records of the proceedings at meetings of the committee.</p> <p>g. The circumstances (if any) in which payment may be made to a member of the committee out of the funds of the association.</p>	<p>Section 5 Section 5.1, 5.7 - 5</p> <p>Section 5.3 to 5.5 Section 5 - 5.2 Section 5.6 (a)</p> <p>Section 5.6 (b)</p> <p>20 Section 9</p> <p>Section 7</p> <p>Section 3.2</p>	<p>No change.</p> <p>No change.</p> <p>No change.</p> <p>No change.</p> <p>No change.</p> <p>No change.</p> <p>No change.</p> <p>Not applicable.</p>
7	<p>The quorum and procedure at general meetings of members of the incorporated association.</p>	<p>Section 9</p>	<p>No change. AGM 20 General Members</p>
8	<p>The notification of members or classes of members of general meetings of the incorporated association and their rights to attend and vote at those meetings.</p>	<p>Section 9.1</p>	<p>No change.</p>
9	<p>The time within which, and manner in which, notices of general meetings and notices of motion are to be given, published or circulated.</p>	<p>Section 9.3</p>	<p>Proposed changes Delete " 4" and replace with "6" months. Delete "1987" to "2015" new version of ACT.</p>

10	The number of members, expressed as a percentage of membership, who may at any time require that a general meeting of the incorporated association can be convened.	Section 9.2	No change. No % of members as regional and minimum of 20 members required. Around 1% of General Members.
11	The manner in which the funds of the association are controlled.	Section 6 Sub 6.7 & 6.8	No change.
12	The day in each year on which the financial year of the incorporated association commences.	Section 8.1	No change.
13	The intervals between general meetings of members of the incorporated association and the manner of calling general meetings.	Section 9.1	No change.
14	The manner of altering and rescinding the rules and of making additional rules of the incorporated association.	Section 11	No change.
15	Provisions for the custody and use of the common seal of the incorporated associations, if it has one.	Section 13	Rename Section 13 to "Common Seal" and include  (1) The Institute's common seal — (a) must appear in legible characters on the common seal; and

		<p>(b) a document may only be sealed with the common seal by the authority of the committee and in the presence of —</p> <p>(i) 2 committee members; or</p> <p>(ii) one committee member and a person authorised by the committee,</p> <p>and each of them is to sign the document to attest that the document was sealed in their presence.</p> <p>(3) The secretary must make a written record of each use of the common seal.</p> <p>(4) The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.</p>
16	The custody of books and securities of the incorporated association.	<p><b>Section 6.8</b></p> <p><b>No change.</b></p>
17	The inspection by members of the incorporated association of records and documents of the incorporated association.	<p><b>Section 10</b></p> <p>Include after of, : "or take an extract from a record or document"</p>
18	A procedure for dealing with any dispute under or relating to the rules: a) between members; or b) between members and the incorporated association.	<p><b>Section 5.7</b></p> <p><b>No change.</b></p>

19	The manner in which surplus property of the incorporated association is wound up or its incorporation cancelled.	Section 14	<p>Include:</p> <p>(1) "Distribution of surplus property on cancellation or winding up of the Institute after satisfaction of:</p> <ul style="list-style-type: none"> <li>(a) the debts and liabilities; and</li> <li>(b) the costs, charges and expenses of winding up or cancelling the incorporation of the Institute, but does not include books relating to the management of the Institute.</li> </ul> <p>(2) On the cancellation of the Institute incorporation or winding up, its surplus property must be distributed as determined by special resolution at a special general meeting.</p>
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