

**PEOPLE WITH DISABILITIES WA Inc.**  
**SPECIAL GENERAL MEETING 27 MARCH 2021**  
**23/2 DELHI STREET, WEST PERTH**  
**COMMENCING AT 10AM**

The Committee of Management of People With Disabilities WA Inc. hereby call a Special General Meeting in accordance with Section 51 of the Constitution to propose the following Special Resolution.

In accordance with Section 53 of the Constitution, a full member may appoint a proxy by advising the People With Disabilities WA Inc. office prior to the meeting, or by providing written authority signed by the full member for presentation at the meeting.

**SPECIAL RESOLUTION**

The Full Members of People With Disabilities WA Inc. resolve to adopt the proposed changes to the Rules of Associations for People With Disabilities WA Inc.as provided below.

**PROPOSED CHANGES**

All reference in the Rules to ‘committee’, except with regards to ‘sub-committees,’ has been amended to ‘board’.

All reference to ‘ordinary member’ has been altered to ‘full’ member in accordance with **1. Terms used.**

**10. Resignation**

- (1) A member may resign from membership of the Association by giving written **or verbal** notice of the resignation to the secretary **or delegated authority**.
- (2) The resignation takes effect —
  - (a) when the secretary **or delegated authority** receives the notice; or
  - (b) if a later time is stated in the notice, at that later time.

**13. Register of members**

- (1) The register of members must be kept **securely at the office premises**, as determined by the Board.
- (2) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements, **including signing the confidentiality agreement**

## 27. Board members

- (1) Board consists of —
  - (a) the ***Executive office holders of the Association***; and
  - (b) at least ***seven ordinary*** Board members.
- (2) ***All Board members are voted in as ordinary Board members of the Association***
- (3) The following are the ***Executive office holders*** of the Association —
  - (a) the chairperson;
  - (b) the deputy chairperson;
  - (c) the secretary;
  - (d) the treasurer.

## 29. Secretary

The Secretary has the following duties ***unless delegated to another party by the Board*** —

- (a) dealing with the Association's correspondence;
- (b) consulting with the chairperson regarding the business to be conducted at each Board 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 the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) , maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;

## 30. Treasurer

The treasurer has the following duties ***unless delegated to another party by the Board***—

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;

- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) if the Association is a tier 1 association, coordinating the preparation of the Association's financial statements before their submission to the Association's annual general meeting;
- (g) if the Association is a tier 2 association or tier 3 association, coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (i) carrying out any other duty given to the treasurer under these rules or by the Board.

### **32. Nomination of Board members**

- (1) A member may ***nominate to be an ordinary Board member.***

### **33. Election of Executive**

- (1) ***At the Board meeting subsequent to the annual general meeting, the Board may elect by way of secret ballot, the Executive positions of Chairperson, Deputy-chairperson, Secretary and Treasurer.***

### **35. Term of office**

- (1) The term of office of a Board member begins when the member —
  - (a) is elected at an annual general meeting or under subrule 36(3)(b); or
  - (b) is appointed to fill a casual vacancy under rule 38.
- (2) Subject to rule 37, a Board member holds office for two years.
- (3) A Board member may be re-elected. A Board member may serve for up to three consecutive terms (six years) if re-elected.
- (4) A Board member who has served for three consecutive terms must wait 12 months before being re-nominated as a member of the Board.
- (5) ***The exception to Rule 35 (4) is where a Board member has held an Executive position on the committee, whence they may extend their Board membership beyond the 6 years as a non-executive mentor to the replacement officer. The extension granted would be for a further two year maximum in accordance with the requirements of rule 35 (2).***

### 38. Filling casual vacancies

- (1) The Board may appoint a member who is eligible under rule 27(4) to fill a position on the Board that —
  - (a) has become vacant under rule 37; or
  - (b) was not filled by election at the most recent annual general meeting or under rule 36(3)(b).
  
- (2) ***In the event of a casual vacancy in the office of any Board Member, the Board may appoint another eligible person as an ordinary Board Member until the Annual General Meeting immediately following the appointment. The Board Member appointed to fill the vacancy will be required to re-nominate at the next Annual General Meeting. The office must then be filled in accordance with clause 34***

### 40. Payments to Board members

- (1) In this rule —
  - Board member includes a member of a subcommittee;
  - Board meeting includes a meeting of a subcommittee.
  
- (2) A Board member ***may be*** entitled to be paid ***an honorarium*** out of the funds of the Association ***for the attendance at a Board meeting provided that -***
  - (a) ***There are available funds in the budget***
  - (b) ***This only applies to meetings where the member attends in person.***
  - (c) ***The amount of the honorarium shall be determined annually based on current sector rates to be approved at the Annual General Meeting.***
  - (d) ***Board members may accept or decline the honorarium***
  
- (3) ***A Board member is entitled to be paid*** for any out-of-pocket expenses for travel and accommodation properly incurred —
  - (a) in attending a Board meeting or
  - (b) in attending a general meeting; or
  - (c) otherwise in connection with the Association's business.

### 47. Minutes of Board meetings

- (1) The Board must ensure that minutes are taken and kept of each Board meeting.
  
- (2) The minutes must record the following —
  - (a) the names of the Board members present at the meeting;
  - (b) the name of any person attending the meeting under rule 43(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 Board meeting ***must made available 1 week after the meeting is held.***

#### **51. Special general meetings**

(7) Any **15** members personally ***or electronically present*** (being members entitled to vote under these rules at a general meeting) will constitute a quorum for the conduct of business at a general meeting.

#### **57. Voting at general meeting**

Delete reference to 'body corporate'.

#### **62. Control of funds**

(3) The Board may authorise the treasurer ***or delegated authority*** to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

(4) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by —  
a. ***two Executive Board*** members; or  
b. ***any person or persons who have been authorized to do so under delegation by the Board.***

(5) ***All electronic payments by the Association are to be made or authorized by:***  
***(a) two Executive Board members; or***  
***(b) any person or persons who have been authorized to do so under delegation by the Board.***

#### **67. Custody of books and securities**

(1) Subject to subrule (2), the books and any securities of the Association must be kept in the secretary's custody or under the secretary's control, ***or delegate authorised by the Board.***

(2) The financial records and, as applicable, the financial statements or financial reports of the Association must be kept in the treasurer's custody or under the treasurer's control, ***or delegate authorised by the Board.***

(3) Subrules (1) and (2) have effect except as otherwise decided by the Board.

(4) The books of the Association must be retained for at least 7 years.

## **68. Record of office holders**

The record of Board members and other persons authorised to act on behalf of the Association that is required to be maintained under section 58(2) of the Act must be kept in the secretary's custody or under the secretary's control, **or delegate authorised by the Board.**

## **71. Chief Executive Officer (CEO)**

**(1) The Board shall appoint a CEO.**

**(2) Powers, duties and authorities of CEO**

**(a) The CEO holds office on the terms and conditions (including as to remuneration) and with the powers, duties and authorities, delegated to them by the Board.**

**(b) The exercise of those powers and authorities, and the performance of those duties, by the CEO are subject at all times to the control of the Board.**

**(3) Subject to the terms and conditions of the appointment, the Board may suspend or remove the CEO from that office.**

**(4) Delegation by Directors to CEO**

**The Board may delegate to the CEO the power (subject to such reservations on the power as are decided by the Board) to conduct the day-to-day management and control of the business and affairs of the Association. The delegation will include the power and responsibility to:**

**(a) develop operational business plans, budgets, strategies, policies, processes and operational codes of conduct for consideration by the Board and to implement them to the extent approved by the Board;**

**(b) manage the financial and other reporting mechanisms of the Association;**

**(c) approve and incur expenditure subject to specified expenditure limits;**

**(d) sub-delegate his or her powers and responsibilities to employees or internal management committees of the Association; and**

**(e) carry out other powers and responsibilities which the Board consider appropriate to delegate to the CEO.**

**(5) Attendance at meetings**

- (a) The CEO is entitled, subject to a determination otherwise by the Board, to attend all meetings of the Association,**
- (b) The CEO is entitled , subject to a determination otherwise by the Board, to attend all meetings of the Board and any sub-Committees and may speak on any matter,**
- (c) The CEO does not have a vote at board meetings of the association**