

# Establishing your club constitution

and becoming incorporated



**Your club may have been active for a while and you need to adopt a constitution. This can be seen as complicated and daunting and is usually avoided by most members of the club.**

## What is a constitution?

A constitution is a basic set of rules for the daily running of your club or group. It details for your members and others the name, objects, methods of management and other conditions under which your club or group operates, and generally the reasons for its existence. It also regulates the relationship between members by setting out the basis for working with other co-members.

## Why do we need a constitution?

Constitutions:

- 1 Explain to members and non-members what your group is about.
- 2 Provide guidelines for the daily running of your group.
- 3 Help to sort out internal problems.
- 4 Are a legal necessity if your group wishes to become incorporated.
- 5 Can help in seeking resources from other organisations, such as a government agency.
- 6 Allow you to apply for a liquor licence. If your group intends to apply for a liquor licence under section 49 of the *WA Liquor Licensing Act 1988*, it will generally need to be incorporated. One of the pre-requisites for incorporation is a constitution complying with the *Associations Incorporation Act 1987*.

## What level of detail should you include?

A constitution can be extremely simple, containing only the basic outline to explain who you are, what you are set up for and important management matters. The extent to which you add detail in the rules depends on the needs or formality at the time of setting up the group, and on your group's thoughts about the projected needs of the group as it grows. Many details relating to minor management matters are best included within by-laws, regulations or policies thus keeping your constitution flexible and easy to operate within.

For incorporation purposes, the constitution must include the matters set out on page 20.

## What to avoid

A constitution can be made up of two parts; the rules which include the basic principles of the group and can be changed only by a general meeting; and the regulations or by-laws which can be changed by the committee.

You can place almost anything within a constitution. However many aspects of your club's operation are more easily handled outside the formality of the rules. For instance, you would not include the membership charges or club colours in the rules. The rules in your constitution should relate to the administration of the club. They should not relate to the conduct of the activities of the club. Additional non-administrative rules should appear in regulations and by-laws. A clause in the rules empowering the committee to make, alter or delete regulations or by-laws should appear in the constitution. This will be covered in more detail later. Let us now look at a 'Draft Constitution'.

## Draft constitution

This draft constitution is a guide, but may be adopted by your association or club.

### 1 Name of the association

The name of the association is \_\_\_\_\_

### 2 Definitions

In these rules, unless the contrary intention appears:

- 'annual general meeting' is the meeting convened under paragraph (b) of rule 16(1);
- 'Committee meeting' means a meeting referred to in rule 15;
- 'Committee member' means person referred to in paragraph (a), (b), (c), (d) or (e) of rule 10 (1);
- 'convene' means to call together for a formal meeting;
- 'department' means the government department with responsibility for administering the *Associations Incorporation Act (1987)*;
- 'financial year' means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;
- 'general meeting' means a meeting to which all members are invited;
- 'member' means member of the Association;
- 'ordinary resolution' means resolution other than a special resolution;
- 'poll' means voting conducted in written form (as opposed to a show of hands);
- 'special general meeting' means a general meeting other than the annual general meeting;
- 'special resolution' has the meaning given by section 24 of the Act, that is:

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Association who are entitled under the rules of the Association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the Association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

In a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least three members of the Association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

- “the Act” means the *Associations Incorporation Act 1987*;
- “the Association” means the Association referred to in rule 1;
- “the Chairperson” means:

(a) in relation to the proceedings at a Committee meeting or general meeting, the person presiding at the Committee meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or, if that person is unable to perform his/her functions, the Vice Chairperson:

- “the Commissioner” means the Commissioner for Consumer Protection exercising powers under the Act;
- “the Committee” means the Committee of Management of the Association referred to in rule 10 (1);
- “the Secretary” means the Secretary referred to in paragraph (c) of rule 10 (1);
- “the Treasurer” means the Treasurer referred to in paragraph (d) of rule 10 (1);
- “the Vice-Chairperson” means the Vice-Chairperson referred to in paragraph (b) of rule 10 (1).

### 3 Objects of Association

(1) The objects of the Association are:

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(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

### 4 Powers of Association

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) acquire, hold, deal with, and dispose of any real or personal property;
  - (b) open and operate bank accounts;
  - (c) invest its money:
    - (i) in any security in which trust monies may lawfully be invested; or
    - (ii) in any other manner authorised by the rules of the Association.
  - (d) borrow money upon such terms and conditions as the Association thinks fit;
  - (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
  - (f) appoint agents to transact any business of the Association on its behalf;
  - (g) enter into any other contract it considers necessary or desirable;
- and
- (h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association.

### 5 Qualifications for membership of Association

(1) Membership of the Association is open to:

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(2) A person who wishes to become a member must:

(a) apply for membership to the Committee in writing:

(i) signed by that person and by both of the members referred to in paragraph (b); and

(ii) in such form as the Committee from time to time directs; and

(b) be proposed by one member and seconded by another member.

(3) The Committee members must consider each application made under sub-rule (2) at a Committee meeting and must at the Committee meeting or the next Committee meeting accept or reject that application.

(4) An applicant whose application for membership of the Association is rejected under sub-rule (3) must, if he or she wishes to appeal against that decision, give notice to the Secretary of his/her intention to do so within a period of 14 days from the date he or she is advised of the rejection.

(5) When notice is given under sub-rule (4), the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Committee to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

## 6 Register of members of Association

(1) The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the members of the Association and their postal or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.

(2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the members at a general meeting decide.

(3) The Secretary must cause the name of a person who dies or who ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule (1).

## 7 Subscriptions of members of Association

(1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.

(2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Committee from time to time determines, the amount of the subscription determined under sub-rule (1).

(3) Subject to sub-rule (4), a member whose subscription is not paid within three months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his/her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within three months thereafter, or such other time as the Committee allows.

## 8 Termination of membership of the Association

Membership of the Association may be terminated upon:

(a) receipt by the Secretary or another Committee member of a notice in writing from a member of his/her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or

(b) non-payment by a member of his/her subscription within three months of the date fixed by the Committee for subscriptions to be paid, unless the Committee decides otherwise in accordance with rule 7 (3); or

(c) expulsion of a member in accordance with rule 9.

## 9 Suspension or expulsion of members of Association

(1) If the Committee considers that a member should be suspended or expelled from membership of the Association because his/her conduct is detrimental to the interests of the Association, the Committee must communicate, either orally or in writing, to the member:

(a) notice of the proposed suspension or expulsion and of the time, date and place of the Committee meeting at which the question of that suspension or expulsion will be decided; and

(b) particulars of that conduct, not less than 30 days before the date of the Committee meeting referred to in paragraph (a).

(2) At the Committee meeting referred to in a notice communicated under sub-rule (1), the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.

(3) Subject to sub-rule (5), a member has his/her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her under sub-rule (2).

(4) A member who is suspended or expelled under sub-rule (2) must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his/her intention to do so within the period of 14 days referred to in sub-rule (3).

(5) When notice is given under sub-rule (4):

(a) the Association in a general meeting must either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting; and

(b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed under this sub-rule.

## 10 Committee of Management

(1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Committee of Management consisting of a:

(a) Chairperson;

(b) Vice-Chairperson;

(c) Secretary;

(d) Treasurer; and

(e) not less than \_\_\_\_\_ other persons,

all of whom must be members of the Association.

(2) Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule (8).

(3) Subject to sub-rule (8), a Committee member's term will be from his/her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his/her election, but he or she is eligible for re-election to membership of the Committee.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by:

(a) the nominator; and

(b) the nominee to signify his/her willingness to stand for election,

to the Secretary not less than seven days before the day on which the annual general meeting concerned is to be held.

(5) A person who is eligible for election or re-election under this rule may:

(a) propose or second himself or herself for election or re-election; and

(b) vote for himself or herself.

(6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled:

(a) the Secretary must report accordingly to; and

(b) the Chairperson must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.

(7) If vacancies remain on the Committee after the declaration under sub-rule (6), additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of the Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.

(8) If a vacancy remains on the Committee after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Committee:

(a) the Committee may appoint a member to fill that vacancy; and

(b) a member appointed under this sub-rule will:

(i) hold office until the election referred to in sub-rule (2); and

(ii) be eligible for election to membership of the Committee,

at the next following annual general meeting.

(9) The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the Association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than:

(a) the power of delegation; and

(b) a function which is a duty imposed on the Committee by the Act or any other law.

(10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.

(11) The Committee may, in writing, revoke wholly or in part any delegation under sub-rule (9).

## 11 Chairperson and Vice-Chairperson

(1) Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.

(2) In the event of the absence from a general meeting of:

(a) the Chairperson, the Vice-Chairperson; or

(b) both the Chairperson and the Vice-Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.

(3) In the event of the absence from a Committee meeting of:

(a) the Chairperson, the Vice-Chairperson; or

(b) both the Chairperson and the Vice-Chairperson, a Committee member elected by the other Committee members present at the Committee meeting, must preside at the Committee meeting.

## 12 Secretary

The Secretary must:

(a) co-ordinate the correspondence of the Association;

(b) keep full and correct minutes of the proceedings of the Committee and of the Association;

(c) comply on behalf of the Association with:

(i) section 27 of the Act with respect to the register of members of the Association, as referred to in rule 6;

(ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

(iii) section 29 of the Act by maintaining a record of:

(A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 22; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

(d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph (c) but other than those required by rule 13 to be kept and maintained by, or in the custody of, the Treasurer; and

(e) perform such other duties as are imposed by these rules on the Secretary.

## 13 Treasurer

The Treasurer must:

(a) be responsible for the receipt of all monies paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those monies in the name of the Association;

(b) pay all monies referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;

(c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Committee member, or by any two others as are authorised by the Committee;

(d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:

(i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;

(ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;

(iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

(iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

(e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;

(f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and

(g) perform such other duties as are imposed by these rules on the Treasurer.

#### 14 Casual vacancies in membership of Committee

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
  - (i) three consecutive Committee meetings; or
  - (ii) three Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his/her appointment as a Committee member.

#### 15 Proceedings of Committee

- (1) The Committee must meet together for the dispatch of business not less than \_\_\_\_\_ in each year and the Chairperson, or at least half the members of the Committee, may at any time convene a meeting of the Committee.
- (2) Each Committee member has a deliberative vote.
- (3) A question arising at a Committee meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Committee meeting will have a casting vote in addition to his/her deliberative vote.
- (4) At a Committee meeting \_\_\_\_\_ Committee members constitute a quorum.
- (5) Subject to these rules, the procedure and order of business to be followed at a Committee meeting must be determined by the Committee members present at the Committee meeting.

(6) As required under sections 21 and 22 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the member of the Committee is a member of a class of persons for whose benefit the Association is established), must:

- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his/her interest to the Committee; and
- (b) not take part in any deliberations or decision of the Committee with respect to that contract.

(7) Sub-rule (6) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Committee is an employee of the Association.

(8) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

#### 16 General meetings

(1) The Committee:

- (a) may at any time convene a special general meeting;
- (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within four months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and (c) must, within 30 days of \_\_\_\_\_
  - (i) receiving a request in writing to do so from not less than \_\_\_\_\_ members, convene a special general meeting for the purpose specified in that request; or
  - (ii) the Secretary receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
- (d) must, after receiving a notice under rule 5 (4), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Committee's rejection of his/her application and the Association at that meeting must confirm or set aside the decision of the Committee.

(2) The members making a request referred to in sub-rule (1) (c) (i) must:

- (a) state in that request the purpose for which the special general meeting concerned is required; and
- (b) sign that request.

(3) If a special general meeting is not convened within the relevant period of 30 days referred to:

(a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Committee; or

(b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Committee.

(4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.

(5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days notice of a special general meeting and that notice must specify:

(a) when and where the general meeting concerned is to be held; and

(b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.

(6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify:

(a) when and where the annual general meeting is to be held;

(b) the particulars and order in which business is to be transacted, as follows:

(i) first, the consideration of the accounts and reports of the Committee;

(ii) second, the election of Committee members to replace outgoing Committee members; and

(iii) third, any other business requiring consideration by the Association at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed.

In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

(8) The Secretary must give a notice under sub-rule (5), (6) or (7) by:

(a) serving it on a member personally; or

(b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.

(9) When a notice is sent by post under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

#### 17 Quorum and proceedings at general meetings

(1) At a general meeting \_\_\_\_\_ members present in person constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 16 (5) or (6):

(a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or

(b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chairperson may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting:

(a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and

(b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the Chairperson of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

(9) At a general meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

## 18 Minutes of meetings of Association

(1) The Secretary must cause proper minutes of all proceedings of all general meetings and Committee meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Committee meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chairperson must ensure that the minutes taken of a general meeting or Committee meeting under sub-rule (1) are checked and signed as correct by the Chairperson of the general meeting or Committee meeting to which those minutes relate or by the Chairperson of the next succeeding general meeting or Committee meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:

- (a) the general meeting or Committee meeting to which they relate (in this sub-rule called 'the meeting') was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## 19 Voting rights of members of Association

(1) Subject to these rules, each member present in person or by proxy at a general meeting is entitled to a deliberative vote.

(2) A member which is a body corporate may appoint in writing a natural person, whether or not he or she is a member, to represent it at a particular general meeting or at all general meetings.

(3) An appointment made under sub-rule (2) must be made by a resolution of the board or other governing body of the body corporate concerned:

- (a) which resolution is authenticated under the common seal of that body corporate; and
- (b) a copy of which resolution is lodged with the Secretary.

(4) A person appointed under sub-rule (2) to represent a member which is a body corporate is deemed for all purposes to be a member until that appointment is revoked by the body corporate or, in the case of an appointment in respect of a particular general meeting, which appointment is not so revoked, the conclusion of that general meeting.

## 20 Proxies of members of Association

A member (in this rule called 'the appointing member') may appoint in writing another member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any general meeting.

## 21 Rules of Association

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:

(a) subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;

(b) within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;

(c) an alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;

(d) an alteration of the rules of the Association having effect to change the name of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;

(e) an alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) 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.

## 22 Common seal of Association

(1) The Association must have a common seal on which its corporate name appears in legible characters.

(2) The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book referred to in rule 18.

(3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.

(4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

#### 23 Inspection of records, etc. of the Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

#### 24 Disputes and mediation

(1) The grievance procedure set out in this rule applies to disputes under these rules between:

(a) a member and another member; or

(b) a member and the Association; or

(c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.

(2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

(3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

(4) The mediator must be:

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement:

(i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;

(ii) in the case of a dispute between a member or relevant non member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

(5) A member of the Association can be a mediator.

(6) The mediator cannot be a member who is a party to the dispute.

(7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(8) The mediator, in conducting the mediation, must:

(a) give the parties to the mediation process every opportunity to be heard;

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(9) The mediator must not determine the dispute.

(10) The mediation must be confidential and without prejudice.

(11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

#### 25 Distribution of surplus property on winding up of the Association

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another Association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which Association shall be determined by resolution of the members.

# Incorporation

**Here is a step-by-step procedure to incorporation that will assist your club.**

## Step 1: Develop a set of rules (constitution)

- The Act requires an incorporated association to have its own set of rules which govern the day-to-day management of the association. A copy of these rules (often referred to as a constitution) must be lodged with the Department of Commerce. These rules are held as the 'official' version of the rules, together with any amendments which the association later lodges with the department. The association's rules are available to the public.
- You may develop your own rules or seek professional assistance. Either way, please take note that Schedule 1 of the Act specifies 14 matters which must be provided for in the rules of an incorporated association. These matters are listed in NOTE 2. The rules also should not be inconsistent with any other requirements of the Act. Some of the most important requirements are listed in NOTE 3.
- Alternatively, you may use and/or modify the set of model rules developed by the Department of Commerce. These rules include the matters specified in Schedule 1, are consistent with the other requirements of the Act and have been developed with legal advice. These model rules also reflect many years of experience in associations management.
- If you decide to use the Department of Commerce's rules ensure that you read them carefully and complete them where required to suit the needs of your particular association.
- These model rules are available in hard copy from the Department of Commerce or they may be downloaded from the website. Downloading is most convenient because the rules can be easily modified into your own word processed document.
- Once completed, the agreed version of your rules must be submitted with your application. Please ensure that you keep a copy of these rules for the association's records.

## Checklist for associations and clubs using the model rules developed by the Department of Commerce as is:

- 1 Have you completed rule 1, stating the association's name?  
The Act requires that the name of your association ends with either 'Incorporated' or 'Inc.'. Also make sure that you use exactly the same name in your rules and the other forms to be lodged with the department.
- 2 Have you completed rule 3(1), stating the objects of your association?  
An association for the purpose of trading or securing pecuniary profit to the members from the transactions of the association is not eligible to be incorporated.

- 3 Does your association want to change the standard powers given to incorporated associations under the Act and set out in rule 4?  
By stating any additions or modifications at rule 4 you can vary all or any of these powers, or provide your association with additional powers, so long as these do not conflict with the Act.
- 4 Have you completed rule 5(1), stating the qualifications for, or restrictions on, who can become a member of your association?
- 5 Have you completed rule 10(1)(e), stating how many people must be on the committee in addition to the office bearers?  
Model rule 10 provides for four office bearers and your association can state how many other members it wants to have on its Committee of Management, if any. Note that this rule also means that committee members' terms are for one year. If your association would prefer 'staggered' two-year terms for committee members refer to item 7 in 'Checklist II'.
- 6 Have you completed rule 15(1) and 15(4), stating the number of times the association's Committee of Management must meet every year AND stating the number of committee members who need to attend a meeting for there to be a quorum?  
A 'quorum' is the minimum number of members who must be present for a meeting to be legally effective. If you make the number of committee members for a quorum too high it may be difficult for the committee to be effective. At the same time, if the quorum is too low, you may leave the management of the association without an adequate spread of responsibility, experience and representation.
- 7 Have you completed rule 16(1)(c), stating the number of members who have to request a special general meeting before the committee is required to convene one?
- 8 Have you completed rule 17(1), stating the quorum of members who must be present for a general meeting?  
As stated at point 6 above, a 'quorum' is the minimum number of members who must be present for a meeting to be legally effective. Make sure that the number for the quorum for a general meeting is achievable, but without being so small that the meeting might not be representative of the general membership.
- 9 Are you going to apply for income tax exemption, Public Benevolent Institution (PBI) or Deductible Gift Recipient (DGR) status with the Australian Taxation Office (ATO)?  
Model rule 25 meets current ATO requirements if your association is one which is eligible for income tax exemption. You should check the information in item 18 in 'Checklist II' if you are seeking additional tax exemptions and benefits such as Public Benevolent Institution (PBI) or a Deductible Gift Receipt (DGR).
- 10 Have you made a copy of the completed rules to keep for your association's records?  
Before attaching the completed rules for your association to Form 1 'Application for Incorporation of an Association' or Form 5 'Notice of Special Resolution altering the Rules (Constitution) of an Incorporated Association' available from the Department of Commerce and mailing these with the applicable fee to the Department Commerce, make sure you remove the 'Instruction Sheet Only' pages.

## Checklist for associations and clubs wanting to change the model rules developed by the Department of Commerce or to develop their own rules:

- 1 Do you have access to a computer and the internet?

If you have access to the internet you can download the model rules in 'Word' from the Department of Commerce website: [www.commerce.wa.gov.au/associations](http://www.commerce.wa.gov.au/associations). Click on 'Model rules for incorporated associations ... Microsoft Word format'. You can then make changes to the document in electronic format, before printing it out.

If you do not have access to a computer and the internet, you can alter the printed model rules by clearly deleting or amending those rules your association wants to vary in writing. Alternatively your association can prepare its own set of rules.

- 2 Schedule 1 clause 1: Do the rules of your association provide for the name of the association? (Model rule 1).

Note that section 10(b) of the Act also requires that the name of your association ends with either 'Incorporated' or 'Inc.'. Make sure that you use exactly the same name in your rules and the other forms to be lodged with the department.

- 3 Schedule 1 clause 2: Do the rules of your association provide for the objects and purposes of the association, including a provision either in, or substantially in, the terms required? (Model rule 3).

You must include the objects and purposes in addition to a statement that is the same or similar to that set out at model rule 3(2). Under section 4 of the Act, an association for the purpose of trading or securing pecuniary profit to the members from the transactions of the association is not eligible to be incorporated.

- 4 Schedule 1 clause 3: Do the rules of your association provide for the qualifications (if any) for membership of the association? (Model rule 5).

- 5 Schedule 1 clause 4: Do the rules of your association provide for the register of members? (Model rule 6).

Section 27 of the Act sets out what the members register is required to contain and also that all members can have access, and is included in model rule 6. If you have members of your association who do not have voting rights and there are particular concerns about their privacy (for example junior members of a sporting association) you may wish to create a separate category for them, for example 'players', rather than members. That way their addresses would not be available to other members through the association. If you have concerns generally about members' privacy you can contact the Federal Office of the Privacy Commissioner on 1300 363 992.

- 6 Schedule 1 clause 5: Do the rules of your association provide for members' entrance fees, subscriptions and other amounts (if any) to be paid by members? (Model rule 7).

- 7 Schedule 1 clause 6: Do the rules of your association provide for the committee or body of management? (Model rules 10 to 15).

The schedule requires that the rules provide for the name, structure, membership and powers of the committee or other body having the management of the association and also provide for:

(a) the election or appointment of members of the committee;

(b) the terms of office of members of the committee;

(c) the grounds on which, or reasons for which, the office of a member of the committee shall become vacant;

\* This checklist is structured around the requirements for association rules set out in Schedule 1 of the *Associations Incorporation Act*.

(d) the filling of casual vacancies occurring on the committee;

(e) the quorum and procedure at meetings of the committee.

A 'quorum' is the minimum number of members who must be present for a meeting to be legally effective. If you make the number of committee members for a quorum too high it may be difficult for the committee to be effective. At the same time, if the quorum is too low, you may leave the management of the association without an adequate spread of responsibility, experience and representation.

Note that model rule 10 allows for committee members' terms to be for one year. If you want to have two-year terms for committee members with 'staggered' elections for half the committee on alternate years, you will need to alter the rules by substituting the following sub-rule for 10(3):

(3) Subject to sub-rules (2A) and (8), a committee member's term will be from his/her election at an annual general meeting until the election of committee members at the second annual general meeting after his/her election, but he or she is eligible for re-election to membership of the committee.

If your association wants to have two-year terms for committee members, you also will need to add the following sub-rule after rule 10(2), in order to deal with elections at the first annual general meeting:

(2A) Prior to the election of committee members at the first annual general meeting to be held after the incorporation of the association under the Act, a ballot will be held to choose:

(a) if the committee consists of an even number of members, half of that number; or

(b) if the committee consists of an odd number of members, the number of members nearest to, and exceeding, half of that odd number, who will cease to be committee members, but will be eligible for re-election to membership of the committee.

Note that however you allocate responsibility for managing the association under the rules, section 20 of the Act states that those persons who, under the rules, have powers to manage the affairs of the association constitute 'the committee'. Sections 21 and 22 of the Act impose specific obligations on committee members to declare their financial interest in any contracts being considered by the committee and to not deliberate or vote on those contracts (model rule 15(6), 15(7)). Under section 42, committee members also may be individually liable to prosecution if they fail to take all reasonable steps to ensure that the association complies with the Act.

- 8 Schedule 1 clause 7: Do the rules of your association provide for the quorum and procedure at general meetings of members? (Model rule 17).  
Again the quorum you set is very important. Make sure that the number for the quorum for a general meeting is achievable, without being so small that the meeting might not be representative of the general membership.
- 9 Schedule 1 clauses 8 and 10: Do the rules of your association provide for the time and manner for giving notices of general meetings, the intervals between general meetings and the manner of calling general meetings? (Model rule 16).  
Note that section 23 of the Act requires that incorporated associations hold annual general meetings, as outlined in model rule 16(1)(b).
- 10 Schedule 1 clause 9: Do the rules of your association provide for the manner of control over association funds? (Model rule 13).  
Sections 25 and 26 of the Act set out minimum standards for keeping the books of an association and for reporting the financial position of the association to members, and these sections are included in model rule 13(d). Financial reports are NOT REQUIRED by the Act to be audited.
- 11 Schedule 1 clause 11: Do the rules of your association provide for the manner of altering and rescinding the rules and making additional rules for the association? (Model rules 16(7) and 21).  
Section 17 of the Act requires that changes to the rules only be by special resolution as defined by section 24 and that changes be lodged with the department before these are effective. Sections 18 and 19 require that the Commissioner also specifically approve any change to an association's name or objects or purposes before these are effective. These requirements are set out in the definition of 'special resolution' in model rule 2, and in 21. Model rule 16(7) is an example of a notice provision.
- 12 Schedule 1 clause 12: Do the rules of your association provide for the custody and use of the common seal? (Model rule 22).  
Under section 10(a) of the Act, incorporated associations are required to have a 'common seal', which is simply a stamp displaying the name of an incorporated body. It is effectively a 'signature' for the association and is used on documents such as transfer of land forms or a request for a duplicate copy of the association's certificate of incorporation. You will need to contact a stamp maker to have a common seal made.

- 13 Schedule 1 clause 13: Do the rules of your association provide for the custody of the association's records, books, documents and securities? (Model rules 6(2), 12(d) and 13(f).  
In addition to the register of members required under section 27 of the Act, sections 28 and 29 also require associations to keep an up-to-date copy of the rules and a record of office holders and any trustees (all of which must be available to members to inspect and copy). Provision for the custody of these records and others' association materials are included in model rules 6(2), 12(d) and 13(f).
- 14 Schedule 1 clause 14: Do the rules of your association provide for the inspection by members of records and documents? (Model rule 23).  
Under the Act members have the right to access and copy the register of members, the association rules and the record of office holders and these rights are included in model rules 6 and 12. Model rule 23 provides for access to other association records and documents, although if your association employs staff or has clients you should ensure that members' access to confidential staff and client records is excluded in the association's rules.
- 15 Does your association want to add, exclude or modify the powers given to all incorporated associations under section 13 of the Act? (Model rule 4).  
Section 13 of the Act gives incorporated associations certain powers, as set out in model rule 4. You can vary all or any of these powers if you want to, or provide your association with additional powers, so long as these do not conflict with the Act and any variations are set out in the association's rules.
- 16 Does your association want to define its 'financial year'? (Model rule 2).  
Model rule 2 defines the association's financial year as the period from 1 July to 30 June the next year (except for its first year after incorporation). This is the same period as most other incorporated bodies, which may or may not suit the needs of your association. Although section 3 of the Act allows a committee to define the financial year for the association, note that section 23 requires an association's annual general meeting (AGM) to be held in every calendar year and within four months after the end of an association's financial year. If you are planning to submit audited financial statements to the members at the AGM, you may wish to consider a different financial year, for example 1 January to 31 December, to avoid delays with auditors at their traditionally busiest time.
- 17 Is your association including a dispute resolution clause in its rules? (Model rule 24).  
While there is no requirement to include a dispute resolution clause it can be a good idea. A number of not for profit agencies such as Citizens Advice Bureau and Relationships Australia provide inexpensive mediation services. However, if your association is in a rural or remote area, you may want to check if these services are available first.

18 Is your association including a dissolution clause in its rules? (Model rule 25).

Your association does not have to have a dissolution clause but can include one if it wants. Dissolution clauses come into effect if an incorporated association is able to pay all its debts and liabilities, and its members resolve to wind up the association by special resolution. Any property left after all the debts and liabilities are paid is called 'surplus property'. The rule relating to how the association intends to distribute any surplus property is known as a 'dissolution clause' (although this department also will need to approve any distribution of surplus property). Note too that subsection 33 (2) of the Act states:

Notwithstanding any Act or law to the contrary, it shall not be lawful for any part of the surplus property of an incorporated association to be distributed on the winding up of the association:

(a) among the members or former members of the association; or

(b) otherwise than to an incorporated association or for charitable purposes.

The Act also defines 'incorporated associations' to mean only those associations incorporated under the WA Act.

To obtain an exemption from income tax as a not for profit organisation you must, amongst other things, include a dissolution clause in a form acceptable to the Australian Taxation Office (ATO). If your association is the kind of association which is eligible for income tax exempt status, model rule 25 meets the current ATO requirements for the dissolution clause as well as the requirements under the *Associations Incorporation Act*. Further information is available from the ATO by calling 132 866 and taking the 'Business Income Tax' option and it is worth checking to make sure the ATO requirements have not changed.

If your association seeks to set up as a Public Benevolent Institution or a Deductible Gift Recipient, it must satisfy additional ATO requirements about the dissolution clause. The model clauses which follow are intended to incorporate the requirements of both the ATO and the *Associations Incorporation Act*. You are advised however to contact the ATO for confirmation that the clause you select remains acceptable.

**Example of a dissolution clause for a Deductible Gift Recipient which is NOT also a Public Benevolent Institution:**

If upon the winding up of the association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members.

**Example of a dissolution clause for a Deductible Gift Recipient which is also a Public Benevolent Institution:**

If upon the winding up of the association, there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made and which association shall be determined by resolution of the members.

19 Are your association's rules ready to be lodged with the Department Commerce?

Before attaching the completed rules for your association to Form 1 'Application for Incorporation of an association' or Form 5 'Notice of Special Resolution Altering the Rules (Constitution) of an Incorporated Association' and mailing these with the applicable fee to the Department of Commerce, make sure you remove/delete the 'Instruction Sheet Only' pages from the rules. Whether you make changes electronically or in writing, if you have used all or any of the model rules go through and check that any references to rule numbers are correct.

## Step 2: Advertise

Before you advertise, contact the Department of Commerce and request confirmation that the intended name of the association would be available for registration under section 8(1) of the *Associations Incorporation Act (1987)*. You can write to the Department of Commerce, or submit an enquiry on a Form 8 'Enquiry as to Availability of an Association Name' which can be downloaded from Department of Commerce's website or can be posted to you. Any name enquiry may be faxed to Department of Commerce on 9282 0948.

You should also satisfy yourself that the objects or purpose of the association are consistent with the Act (refer to NOTE 1 which sets out the 'eligibility for incorporation' criteria). If the purpose of your association is not one which is specified in the Act, you will need to apply for special approval from the Commissioner for Consumer Protection.

A person applying for incorporation of an association must place an 'Advertisement of Intended Application for Incorporation' (Form 2) in a newspaper circulating in the area where the association is situated or conducts its affairs. The advertisement must be published not less than one month and not more than three months before the application is lodged with the department. A copy of the advertisement from the newspaper is to be attached to the application.

## Step 3: Make application

Complete all details on both sides of Form 1 'Application for Incorporation of an Association'. Make sure that the name of the association concludes with the word 'Incorporated' or the abbreviation 'Inc.' and that the name is shown in exactly the same way in the association's set of rules.

If you have ticked the 'other purposes' provision on the form, you are reminded that an additional fee is payable (see also NOTE 1).

Lodge the completed form with the Department of Commerce. Ensure that you attach/include:

- a copy of the newspaper advertisement;
- an endorsed copy of the association's rules; and
- the application fee plus any other fees payable.

Please note that an application may be refused pursuant to sections 4(2), 7 or 8 of the Act.

## Step 4: Your certificate

Once your association is incorporated a Certificate of Incorporation will be issued. This is evidence of the association's corporate status and should be kept securely. It will be needed in order to open bank accounts or to access grants from certain funding agencies.

## Changing the rules of an incorporated association

### Special resolution

Section 17(1) of the Act requires that any alteration to the rules of an incorporated association must be by special resolution. 'Special resolution' is defined by section 24 which sets out some particular requirements which an association must abide by in altering its rules. These requirements are highlighted below in section 24(1) which states:

For the purposes of this Act, a resolution is a special resolution if:

1. it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person; or
2. where proxies or postal votes are allowed by the rules of the association by proxy or postal vote;
3. at a general meeting; and
4. of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

Because the Act states that the meeting at which the rules of an association are to be altered must be a general meeting, all members of the association, whether they have voting rights or not, must be given notice of the meeting and be invited to attend. This is so that the rules of an association cannot be changed without all its members having the opportunity to know about it.

Section 17(2) requires that within one month of the passing of a special resolution to alter its rules, the association must lodge notice of the special resolution with the Commissioner for

Consumer Protection. The notice must set out the particulars of the alteration and include certification by a member of the committee that the resolution was duly passed as a special resolution and that the rules of the association as altered conform to the requirements of the Act.

Associations Form 5 'Notice of Special Resolution Altering the Rules of an Incorporated Association' has been developed to assist associations notify the Department of Commerce the relevant information. The appropriate lodgement fee must accompany the notice.

If you have not lodged the notice within one month of passing the special resolution, you can attach a letter outlining the reasons for the delay, and an extension of time might be approved.

Please note, however, that even with very good reasons, extensions are generally allowed for a maximum of two to three months only.

Note: Please keep a copy of all of the documents, including the proposed alterations to the rules, that you lodge with the Department of Commerce. The Department of Commerce does not provide a final copy to the association.

There are additional requirements if an association wants to change its name or its objects and these are described below.

## Change of name

Section 18 of the Act deals with a change in the name of an association. This requires the passing of a special resolution to amend the rules of the association as outlined above, and notice of the special resolution indicating that the name of the association is being changed must be lodged with the Commissioner together with the appropriate fee. The Form 5 referred to above can also be used for this purpose.

The Commissioner has a discretion as to whether or not the new name is approved and also may require the association to advertise its intention to change its name. After the Commissioner has given approval for the change of name a Certificate of Change of Name will be issued.

If approval is not given, the association may apply in writing requesting the Minister for Consumer Protection to review the Commissioner's decision.

The request must be accompanied by the applicable fee and be addressed to:

Minister for Finance, Commerce, Small Business  
13th Floor, Dumas House  
2 Havelock Street,  
WEST PERTH WA 6005

Telephone: +61 8 9213 6400  
Fax: +61 8 9213 6401

The Minister's decision is final and the applicant will be advised in writing.

## Change of objects

Section 19 deals with the alteration of the objects or purpose of an association. This also requires the passing of a special resolution as outlined above. Notice of the special resolution must be lodged with the Commissioner, this time indicating that the objects of the association are changed, together with the applicable fee. The Form 5 referred to above can also be used for this purpose.

The Commissioner has a discretion as to whether or not the amended objects are approved, and may require the association to advertise its intention to change its objects. If approval is not given, the association may appeal to the Minister as discussed above, under 'Change of name'.

## Receipt of Notice of Special Resolution

Any alteration of the rules of an association has no effect until the notice of special resolution is lodged with the Commissioner and any approval, if required, is given.

No receipt of fees paid will be issued unless the documents are actually lodged at a public counter of the Department of Commerce. A letter advising the association that the notice has been lodged and the date of effect of the alteration will be forwarded to the contact person nominated by the association.

## Just be careful!

This booklet must not be relied on as legal advice. For more information refer to the complete *Associations Incorporation Act 1987* and *Regulations*, available from the State Law Publisher on 9321 7688 or on their website at [www.slp.wa.gov.au](http://www.slp.wa.gov.au) ('Online publications').

## ClubsOnline

ClubsOnline [www.dsr.wa.gov.au/clubsonline](http://www.dsr.wa.gov.au/clubsonline) is the place for sport and recreation clubs in Western Australia to communicate with other clubs, the Department of Sport and Recreation and Club Development Officers. It provides clubs with an opportunity to share ideas and access useful, club-related resources.

## Other resources

This resource is part of the Club Development Officer Scheme, which provides assistance to Western Australian sport and recreation clubs and organisations to become better managed, more sustainable and to provide good quality services to members and participants.

Other resources in the series include:

- 1 Step-by-step to starting a new club
- 2 Planning for your club – The future is in your hands
- 3 Taking the lead! A guide for club presidents
- 4 The key to efficiency – The club secretary
- 5 Show me the money – A guide for the club treasurer
- 6 Effective club meetings – A guide for the chairperson
- 7 Take the 'in' out of ineffective – 10 steps to running successful meetings
- 8 Lighten the load and delegate – Help for the overworked committee member
- 9 You have the answers – Solving club problems
- 10 Marketing and promoting your club
- 11 Sponsorship – Seeking and servicing a sponsor
- 12 Establishing your club constitution and becoming incorporated
- 13 Risky business – A club guide to risk management
- 14 Clubs' guide to volunteer management
- 15 Member protection for clubs
- 16 How to be more inclusive of people from diverse backgrounds
- 17 Passport into schools – Linking sports with schools
- 18 Youth sport – Junior sport policy
- 19 Long-term involvement – Junior sport policy
- 20 Getting young people involved – Junior sport policy
- 21 Physical growth and maturation – Junior sport policy
- 22 Sport pathways – Junior sport policy
- 23 Forming links – Junior sport policy
- 24 People making it happen – Junior sport policy
- 25 Quality coaching – Junior sport policy
- 26 Making sport safe – Junior sport policy
- 27 The law and sport – Junior sport policy
- 28 Top 20 tips for officials
- 29 Top 20 tips for successful coaching

You will find the full series of the booklets on the Department of Sport and Recreation's ClubsOnline website: [www.dsr.wa.gov.au/clubsonline](http://www.dsr.wa.gov.au/clubsonline)



## Government of **Western Australia** Department of **Sport and Recreation**

### **Metropolitan**

246 Vincent Street  
Leederville  
PO Box 329, Leederville WA 6903  
Telephone (08) 9492 9700  
Facsimile (08) 9492 9711  
Email [info@dsr.wa.gov.au](mailto:info@dsr.wa.gov.au)

### **Gascoyne**

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Facsimile (08) 9941 0999  
Email [gascoyne@dsr.wa.gov.au](mailto:gascoyne@dsr.wa.gov.au)

### **Goldfields**

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Facsimile (08) 9022 5899  
Email [goldfields@dsr.wa.gov.au](mailto:goldfields@dsr.wa.gov.au)

### **Great Southern**

22 Collie Street  
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Email [greatsouthern@dsr.wa.gov.au](mailto:greatsouthern@dsr.wa.gov.au)

### **Kimberley**

#### **Broome**

Unit 2, 23 Coghlan Street, Broome  
PO Box 1127, Kununurra WA 6743  
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Email [kimberley@dsr.wa.gov.au](mailto:kimberley@dsr.wa.gov.au)

#### **Kununurra**

Government Offices  
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and Messmate Way, Kununurra  
PO Box 1127, Kununurra WA 6743  
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### **Mid West**

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