

# **POWA ANIME CLUB INCORPORATED CONSTITUTION**

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Version 6.0 (May 2023)

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## **PART 1 - GUIDANCE NOTES FOR POWA ANIME CLUB**

### **1. Name and Purpose**

1. The name of this club shall be POWA ANIME CLUB INCORPORATED (referred to as 'POWA' henceforth in this document).
  2. The objectives of this club shall be to spread knowledge of anime and Japanese pop culture to its membership and to the broader community, and to allow members to meet like-minded individuals. POWA will always be an open community, welcoming of people from all walks of life both in person and in online spaces.
  3. POWA's financial year will be the period of 12 months commencing on November 1st, and ending on October 31st of each year.
  4. POWA must at all times run under the guidance of these rules and the *Associations Incorporation Act 2015* of the West Australian government, which is referenced throughout this document.
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## **PART 2 - POWA MUST BE A NOT-FOR-PROFIT BODY**

### **2. Not-for-Profit Body**

1. The property and income of POWA must be applied solely towards the promotion of the purposes of POWA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in the promotion of those purposes.
  2. Payment may be made to a member out of POWA's funds only if it is authorised under subrule 2.3.
  3. A payment to a member out of POWA's funds is authorised if it is:
    - a. Payment in good faith to the member as reasonable remuneration for any services provided to POWA, or for goods supplied to POWA, in the ordinary course of business; or
    - b. Payment of interest, on money borrowed by POWA from the member, at a rate not greater than the cash rate published currently by the Reserve Bank of Australia; or
    - c. Payment of reasonable rent to the member for premises leased by the member to POWA; or
    - d. Reimbursement of reasonable expenses properly incurred by the member on behalf of POWA, with proof provided.
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## **PART 3 - MEMBERS**

### **Division 1 - Membership**

#### **3. Eligibility for Membership**

1. Any person who supports the purposes of POWA is eligible to apply to become a member.
2. An individual who has not reached the age of 15 years is not eligible to apply.

3. An individual who has been expelled from POWA is not eligible to apply for membership again.
4. POWA must comply with all legal and regulatory obligations that may apply under any other law when assessing the eligibility of an applicant for membership.

#### **4. Applying for Membership**

1. A person who wants to become a member must apply in writing via a form provided by POWA.
2. The form must include a member's nomination of the applicant for membership.
  - a. The form must be signed by the applicant and the member nominating the applicant.
  - b. This will often be the job of the committee member handling the application process.
3. The applicant must specify in the form the class of membership, if there is more than one, to which the application relates.

#### **5. Dealing with Membership Applications**

1. The committee must consider each application for membership and decide whether to accept or reject the application.
2. Subject to subrule 5.3., the committee must consider applications in the order in which they are received by POWA.
3. The committee may delay its consideration of an application if the committee considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
4. The committee must not accept an application unless the applicant;
  - a. Is eligible under rule 4; and
  - b. Has applied under rule 5.
5. The committee may reject an application even if the applicant:
  - a. Is eligible under rule 4; and
  - b. Has applied under rule 5.
6. The committee must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.
7. If the committee rejects the application, the committee is not required to give the applicant its reasons for doing so.

#### **6. Becoming a Member**

1. An applicant for membership of POWA becomes a member when:
  - a. The committee accepts the application; and

- b. The applicant pays any membership fees payable to POWA under rule 11.
2. The applicant immediately becomes a member, when subrule 6.1. has been fulfilled, and is entitled to exercise all the rights and privileges of membership, including the right to vote, and must comply with all of the obligations of membership under these rules.
3. POWA must give each person who becomes a member a copy of these rules at the time their membership commences.
  - a. These rules can be given by electronic transmission or by providing the details for a website where the rules may be downloaded.
  - b. A hard copy must be provided if a member requests that the rules be provided in that manner.

## **7. Classes of Membership**

1. POWA consists of ordinary members and any associate members provided for under subrule 7.2.
2. POWA may have any class of associate membership approved by resolution at a general meeting, including (but not limited to) honorary membership and lifetime membership.
3. A person can only be an ordinary member or belong to one class of associate membership.
4. An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
  - a. Each ordinary member has one vote on each item raised at a general meeting of POWA.
5. An associate member has the rights referred to in subrule 7.4. unless otherwise approved by resolution at a general meeting or determined by the committee.
6. The number of members of any class is not limited unless otherwise approved by a resolution at a general meeting.

## **8. When Membership Ceases**

1. A person ceases to be a member when any of the following takes place:
  - a. For a member who is an individual, the individual dies;
  - b. For a member who is a body corporate, the body corporate is wound up;
  - c. The person resigns from POWA under rule 9;
  - d. The person is expelled from POWA under rule 13;
  - e. The person ceases to be a member under subrule 11.4.
2. The secretary must keep a record, for at least one year after a person ceases to be a member, of:

- a. The date on which the person ceased to be a member; and
- b. The reason why the person ceased to be a member.

## **9. Resignation**

1. A member may resign from POWA membership by giving written notice of the resignation to the secretary.
2. The resignation takes effect:
  - a. When the secretary receives the notice; or
  - b. If a later time is stated in the notice, at that later time.
3. A person who has resigned from POWA membership remains liable for any fees that are owed to POWA (the owed amount) at the time of resignation.
4. The owed amount may be recovered by POWA in a court of competent jurisdiction as a debt due.

## **10. Rights Not Transferable**

1. The rights of a member are not transferable and end when membership ceases.

## **Division 2 - Membership Fees**

### **11. Membership Fees**

1. The committee must determine the event entrance fee (if any) and the membership fee to be paid for POWA membership.
2. The fees determined under subrule 11.1. may be different for different classes of membership.
3. A member must pay the membership fee to the treasurer, or another person authorised by the committee to accept payments, by the due date determined by the committee.
4. If a member has not paid the membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
  - a. During this period, all POWA membership rights remain, however, a member does not hold a vote at general meetings until all fees owed to POWA are paid.
  - b. The expiry date for all members can be extended at the discretion of the committee in order to service extended hiatuses. These extensions must be announced to members at a general meeting.
5. If a person who has ceased to be a member under subrule 11.4. offers to pay the membership fee after the period referred to in that subrule has expired:
  - a. The committee may, at its discretion, accept that payment; and

- b. If the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

## **Division 3 - Register of Members**

### **12. Register of Members**

1. The secretary, or another person authorised by the committee, is responsible for the requirements imposed on POWA under section 53 of the *Associations Incorporation Act 2015* to maintain the register of members and record in that register any change in the membership of POWA.
    - a. Any change to the register must be recorded within 28 days after the change occurs.
    - b. The register of members must include each member's name and a residential, postal or email address.
  2. In addition to the matters referred to in section 53 of the *Associations Incorporation Act 2015*, the register of members must include the class of membership to which each member belongs and the date on which each member becomes a member.
  3. The register of members must be kept at a location determined by the committee.
  4. A member is entitled to inspect the register free of charge. The member may make a copy of, or take an extract from, the register but has no right to remove the register for that purpose.
  5. If:
    - a. A member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54 of the *Associations Incorporation Act 2015*; or
    - b. A member makes a written request under section 56 of the *Associations Incorporation Act 2015* to be provided with a copy of the register of members,The committee may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of POWA.
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## **PART 4 - DISCIPLINARY ACTION, DISPUTES & MEDIATION**

### **Division 1 - Disciplinary Action**

#### **13. Suspension or Expulsion**

1. The committee may decide to suspend a member's membership or to expel a member from POWA if:
  - a. The member breaks any of these rules; or
  - b. The member acts detrimentally to the interests of POWA, including the by-laws outlined in POWA's *Code of Conduct*.



2. The committee must give the member written notice of the proposed suspension or expulsion at least 28 days before the committee meeting at which the proposal is to be considered by the committee.
  - a. During this period, the committee may decide to refuse entry to the member to POWA events or spaces if they feel it would be a detriment to the interests of the club.
3. The notice given to the member must state:
  - a. When and where the committee meeting is to be held; and
  - b. The grounds on which the proposed suspension or expulsion is based; and
  - c. That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion.
4. At the committee meeting, the committee must:
  - a. Give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the proposed suspension or expulsion; and
  - b. Give due consideration to any submissions so made; and
  - c. Decide;
    - i. Whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
    - ii. Whether or not to expel the member from POWA.
5. A decision of the committee to suspend the member's membership or to expel the member from POWA takes immediate effect.
6. The committee must give the member written notice of the committee's decision, and the reasons for the decision, within 7 days after the committee meeting at which the decision is made.
7. A member whose membership is suspended or who is expelled from POWA may, within 14 days after receiving notice of the committee's decision under subrule 13.6., give written notice to the committee requesting the appointment of a mediator under rule 18.
8. If notice is given under subrule 13.7., the member who gives the notice and the committee are the parties to the mediation.

#### **14. Consequences of Suspension**

1. During the period a member's membership is suspended, the member:
  - a. Loses any rights (including voting rights) arising as a result of membership; and
  - b. Is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to POWA.
2. When a member's membership is suspended, the secretary must record in the register of members:
  - a. That the member's membership is suspended; and
  - b. The date on which the suspension takes effect; and
  - c. The period of the suspension.

3. When the period of suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## **Division 2 - Resolving Disputes**

*The procedure set out in this Division (the grievance procedure) applies to disputes:*

- a. *Between members; or*
- b. *Between one or more members and POWA.*

*Party to a dispute in this Division (the grievance procedure) includes a person:*

- a. *Who is a party to the dispute; and*
- b. *Who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.*

### **15. Parties to Attempt to Resolve Dispute**

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

### **16. How Grievance Procedure is Started**

1. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 15, any party to the dispute may start the grievance procedure by giving written notice to the committee of:
  - a. The parties to the dispute; and
  - b. The matters that are the subject of the dispute.
2. Within 28 days after the committee is given the notice, a committee meeting must be convened to consider and determine the dispute.
3. The committee must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
4. The notice given to each party to the dispute must state:
  - a. When and where the committee meeting is to be held; and
  - b. That the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute.
5. If;
  - a. The dispute is between one or more members and POWA; and
  - b. Any party to the dispute gives written notice to the committee stating that the party:
    - i. Does not agree to the dispute being determined by the committee; and
    - ii. Requests the appointment of a mediator under rule 18, the committee must not determine the dispute.

### **17. Determination of Dispute by Committee**

1. At the committee meeting at which a dispute is to be considered and determined, the committee must:
  - a. Give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the committee about the dispute; and
  - b. Give due consideration to any submissions made; and
  - c. Determine the dispute.
2. The committee must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the committee meeting at which the determination is made.
3. A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule 17.1.c., give written notice to the secretary requesting the appointment of a mediator under rule 18.
4. If notice is given under subrule 17.3., each party to the dispute is a party to the mediation.

### **Division 3 - Mediation**

*This Division applies if written notice has been given to the committee requesting the appointment of a mediator:*

- a. *By a member under subrule 13.7.; or*
- b. *By a party to a dispute under subrule 16.5.b.ii. or 17.3.*

*If this Division applies, a mediator must be chosen or appointed under rule 18.*

### **18. Appointment of Mediator**

1. The mediator must be a person chosen:
  - a. If the appointment of a mediator was requested by a member under subrule 13.7. - by agreement between the member and the committee; or
  - b. If the appointment of a mediator was requested by a party to a dispute under subrule 16.5.b.ii. or 17.3. - by agreement between the parties to the dispute.
2. If there is no agreement for the purposes of subrule 18.1.a. or b., then, subject to subrules 18.3. and 18.4., the committee must appoint a mediator.
3. The person appointed as a mediator by the committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.
4. The person appointed as mediator by the committee may be a member or former member of POWA but must not:
  - a. Have a personal interest in the matter that is the subject of the mediation; or
  - b. Be biased in favour of or against any party to the mediation.

## **19. Mediation Process**

1. The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
2. Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
3. In conducting the mediation, the mediator must:
  - a. Give each party to the mediation every opportunity to be heard; and
  - b. Allow each party to the mediation to give due consideration to any written statement given by another party; and
  - c. Ensure that natural justice is given to the parties to the mediation throughout the mediation process.
4. The mediator cannot determine the matter that is the subject of the mediation.
5. The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
6. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
7. An application may be made to the *State Administrative Tribunal* to have a dispute determined if the dispute has not been resolved under the procedure provided for in these rules.

## **20. If Mediation Results in a Decision to Suspend or Expel Being Revoked**

1. If;
  - a. Mediation takes place because a member whose membership is suspended or who is expelled from POWA gives notice under rule 13.7.; and
  - b. As the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,that revocation does not affect the validity of any decision made at a committee meeting or general meeting during the period of suspension or expulsion.

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# **PART 5 - COMMITTEE**

## **Division 1 - Powers of the Committee**

### **21. Committee**

1. The committee members are the persons who have the power to manage the affairs of POWA.
2. Subject to the *Associations Incorporation Act 2015*, these rules, the by-laws and any resolution passed at a general meeting, the committee has the power to do all things necessary or convenient to be done for the proper management of the affairs of POWA.

3. The committee must take all reasonable steps to ensure that POWA complies with the *Associations Incorporation Act 2015*, these rules and the by-laws.

## **Division 2 - Composition of Committee and Duties of Members**

### **22. Committee Members**

1. The committee members can consist of at least 2 but no more than 5 officeholders.
2. The following are the officeholders of POWA:
  - a. The president;
  - b. The vice president;
  - c. The secretary;
  - d. The treasurer;
  - e. The community representative.
3. A person may be a committee member if the person is:
  - a. An individual who has reached 18 years of age; and
  - b. A POWA member.
4. A person must not hold 2 or more of the offices mentioned in subrule 22.2. at the same time.
5. Under section 39 of the *Associations Incorporation Act 2015* the following persons must not, without leave of the Commissioner for Consumer Protection, accept an appointment or act as a member of a management committee of an association:
  - a. A person who is, according to the *Interpretation Act 1984* section 13, a bankrupt or person whose affairs are under insolvency laws;
  - b. A person who has been convicted, within or outside the State, of:
    - i. An indictable offence in relation to the promotion, formation or management of a body corporate; or
    - ii. An offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
    - iii. An offence under Part 4 Division 3 or section 127 of the Act.
  - c. Section 39 of the *Associations Incorporation Act 2015* only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

### **23. Duties of Committee Members**

1. A committee member of POWA must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise.
2. A committee member of POWA must exercise their powers and discharge their duties:
  - a. In good faith in the best interests of POWA; and

- b. For a proper purpose.
- 3. A committee member of POWA must not improperly use their position to:
  - a. Gain an advantage for themselves or another person; or
  - b. Cause detriment to POWA.
- 4. A person who obtains information because the person is, or has been, a committee member of POWA must not improperly use the information to:
  - a. Gain an advantage for themselves or another person; or
  - b. Cause detriment to POWA.

#### **24. President**

- 1. The president has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- 2. It is the duty of the president to consult with the committee regarding the business to be conducted at each committee meeting and general meeting.

#### **25. Vice President**

- 1. In the temporary absence of the president, the vice president has the powers and duties of the president outlined in rule 24.

#### **26. Secretary**

- 1. The secretary has the following duties:
  - a. Unless another member is authorised by the committee to do so, maintaining on behalf of POWA the register of members, and recording in the register any changes in the membership, as required under section 53 of the *Associations Incorporation Act 2015*;
  - b. Maintaining on behalf of POWA an up-to-date copy of these rules, as required under section 35 of the *Associations Incorporation Act 2015*;
  - c. Unless another member is authorised by the committee to do so, maintaining on behalf of POWA a record of committee members and other persons authorised to act on behalf of POWA, as outlined in rule 61, and required under section 58 of the *Associations Incorporation Act 2015*;
  - d. Ensuring the safe custody of the books of POWA, other than the financial records, financial statements and financial reports as outlined in rule 60;
  - e. Maintaining full and accurate minutes of committee meetings and general meetings;

#### **27. Treasurer**

- 1. The treasurer has the following duties:
  - a. Ensuring that any amounts payable to POWA are collected and issuing receipts for those amounts in POWA's name;
  - b. Ensuring that any amounts paid to POWA are credited to the appropriate account, as directed by the committee;

- c. Ensuring that any payments to be made by POWA that have been authorised by the committee or at a general meeting are made on time;
  - d. Ensuring that POWA complies with the relevant requirements of Part 5 of the *Associations Incorporation Act 2015*;
  - e. Ensuring the safe custody of POWA's financial records, financial statements and financial reports as outlined in rule 60;
- 2. Under the *Associations Incorporation Act 2015*, POWA is a Tier 1 association, earning less than \$500,000 in revenue per financial year.
  - a. As such, the treasurer must prepare POWA's financial statements report before their submission to POWA's annual general meeting.
- 3. Under Part 5 Division 5 of the *Associations Incorporation Act 2015* the treasurer must provide any assistance required by an auditor or reviewer conducting an audit or review of POWA's financial statements.

## **28. Community Representative**

- 1. It is the duty of a community representative to connect the ordinary members to the members of the committee. This includes, but is not limited to;
  - a. Maintaining POWA's online presence;
  - b. Bringing ideas or feedback from the POWA community to the POWA committee.

## **Division 3 - Election of Committee Members and Tenure of Office**

### **29. How Members Become Committee Members**

- 1. A member becomes a committee member if the member:
  - a. Is elected to the committee at an annual general meeting;
  - or
  - b. Is appointed to the committee by the committee to fill a casual vacancy under rule 35.

### **30. Nomination of Committee Members**

- 1. At least 42 days before an annual general meeting, the committee must send a written notice to all the members:
  - a. Calling for nominations for election to the committee; and
  - b. Stating the date by which nominations must be received to comply with subrule 30.2.
- 2. A member who wishes to be considered for election to the committee at the annual general meeting must nominate for election by sending written notice of the nomination to the committee at least 48 hours before the annual general meeting.

### **31. Election of Officeholders**

- 1. At the annual general meeting, an election must be held for all nominees.
- 2. Before the election begins, there will be one final call for last-minute nominations from POWA's members.

3. Each committee nominee will then be asked to present themselves to the members for a speech and Q&A. The order of these presentations is decided by the sequential order the written notices of the nomination were received.
  - a. The last-minute nominations outlined in subrule 31.2. will be the final presentations.
4. Each and every member present at the meeting may vote for a minimum of 2 and a maximum of 5 nominees.
5. A member who has nominated for the committee may vote for themselves.
6. Immediately after the election, the elected individuals are to hold an impromptu committee meeting where office positions are decided between them, with the best interests of POWA being the priority.
7. Upon the member's being placed in the position, the new president of POWA may take over as the chair of the meeting.
8. Full details on the procedures of an election are outlined in POWA's by-laws for *Committee Election Regulations*.

### **32. Term of Office**

1. The term of office of a committee member begins when the member:
  - a. Is elected at an annual general meeting or under subrule 33.3.b.; or
  - b. Is appointed to fill a casual vacancy under rule 35.
2. Subject to rule 34, a committee member holds office until the positions on the committee are declared vacant at the next annual general meeting.
3. A committee member may be re-elected.

### **33. Resignation and Removal from Office**

1. A committee member may resign from the committee by written notice given to the committee.
2. The resignation takes effect:
  - a. When the notice is received by the committee; or
  - b. If a later time is stated in the notice, at the later time.
3. At a general meeting, POWA may by resolution:
  - a. Remove a committee member from office; and
  - b. Elect a member who is eligible under subrule 22.3. to fill the vacant position.
4. A committee member who is the subject of a proposed resolution under subrule 33.3.a. may make written representations (of a reasonable length) to the president or vice president and may ask that the representations be provided to the members.
5. The president or vice president may give a copy of the representations to each member or, if they are not so given, the committee member may require them to be read out at the general meeting at which the resolution is to be considered.

### **34. When Membership of Committee Ceases**

1. A person ceases to be a committee member if the person:
  - a. Dies or otherwise ceases to be a member; or



- b. Resigns from the committee or is removed from office under rule 33; or
  - c. Becomes ineligible to accept an appointment or act as a committee member under section 39 of the *Associations Incorporation Act 2015*; or
  - d. Becomes permanently unable to act as a committee member because of a mental or physical disability; or
  - e. Fails to attend 3 consecutive committee meetings, of which the person has been given notice, without having notified the committee that the person will be unable to attend.
2. Where a person ceases to be a member of POWA's committee, section 41 of the *Associations Incorporation Act 2015* requires that person to, as soon as practicable, deliver to a member of the committee all of the relevant documents, records and property they hold pertaining to the management of POWA's affairs.

### **35. Filling Casual Vacancies**

- 1. The committee may appoint a member who is eligible under subrule 22.3. to fill a position on the committee that:
  - a. Has become vacant under rule 34; or
  - b. Was not filled by election at the most recent annual general meeting or under rule 33.3.b.
- 2. Subject to the requirement for a quorum under rule 40, the committee may continue to act despite any vacancy in its membership.
- 3. If there are fewer committee members than required for a quorum under rule 40, the committee may act only for the purpose of:
  - a. Appointing committee members under this rule; or
  - b. Convening a general meeting.

### **36. Validity of Acts**

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

## **Division 4 - Committee Meetings**

### **37. Committee Meetings**

- 1. The committee must hold committee meetings at least 3 times each POWA financial year on the dates and at the times and places determined by the committee.
- 2. The date, time and place of the first committee meeting must be determined by the committee members as soon as practicable after the annual general meeting at which the committee members are elected.
- 3. Special committee meetings may be convened by the president or any 2 committee members.
- 4. These meetings do not need to be in-person and can include the use of instantaneous communication for any and all of the attending committee members.

### **38. Notice of Committee Meetings**

1. Notice of each committee meeting must be given to each committee member at least 7 days before the time of the meeting.
2. The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
3. Unless subrule 38,4. applies, the only business that may be conducted at the meeting is the business described in the notice.
4. Urgent business that has not been described in the notice may be conducted at the meeting if the committee members at the meeting unanimously agree to treat that business as urgent.

### **39. Procedure and Order of Business**

1. The president or, in the president's absence, the vice president must preside as chair of each committee meeting.
2. If the president and vice president are absent or are unwilling to act as chair of a meeting, the committee members at the meeting must choose one of them to act as chair of the meeting.
3. The procedure to be followed at a committee meeting must be determined from time to time by the committee.
4. The order of business at a committee meeting may be determined by the committee members at the meeting.
5. A member or other person who is not a committee member may attend a committee meeting if invited to do so by the committee.
6. A person invited under subrule 39.5. to attend a committee meeting:
  - a. Has no right to any agenda, minutes or other document circulated at the meeting; and
  - b. Must not comment about any matter discussed at the meeting unless invited by the committee to do so; and
  - c. Cannot vote on any matter that is to be decided at the meeting.
7. Under section 42 of the *Associations Incorporation Act 2015* a member of the committee who has a material personal interest in a matter being considered at a committee meeting must:
  - a. As soon as he or she becomes aware of that interest, disclose the nature and extent of their interest to the committee; and
  - b. Disclose the nature and extent of the interest at the next general meeting of POWA.
8. Under section 43 of the *Associations Incorporation Act 2015* a member of the committee who has a material personal interest in a matter being considered at a committee meeting must not be present while the matter is being considered at the meeting or vote on the matter.

### **40. Quorum for Committee Meetings**

1. Subject to rule 35.3., no business is to be conducted at a committee meeting unless a quorum of 2 committee members is present.
2. If a quorum is not present within 30 minutes after the notified commencement time of a committee meeting:
  - a. In the case of a special meeting - the meeting lapses; or

- b. Otherwise, the meeting is adjourned to the same time, day and place in the following week.

#### **41. Voting at Committee Meetings**

1. Each committee member present at a committee meeting has one vote on any question arising at the meeting.
2. A motion is carried if a majority of the committee members present at the committee meeting vote in favour of the motion.
3. If the votes are divided equally on a question, the motion fails.
4. A vote may take place by the committee members present indicating their agreement or disagreement or by a show of hands, unless the committee decides that a secret ballot is needed to determine a particular question.
5. If a secret ballot is needed, the chair of the meeting must decide how the ballot is to be conducted.

#### **42. Minutes of Committee Meetings**

1. The committee must ensure that minutes are taken and kept of each committee meeting.
2. The minutes must record the following:
  - a. The names of the committee members present at the meeting;
  - b. The name of any person attending the meeting under rule 39.5.;
  - c. The business considered at the meeting;
  - d. Any motion on which a vote is taken at the meeting and the result of the vote.
3. The minutes of a committee meeting must be filed into POWA's minute book within 30 days after the meeting is held.
4. The president must ensure that the minutes of a committee meeting are reviewed and signed as correct by:
  - a. The chair of the meeting; or
  - b. The chair of the next committee meeting.
5. When the minutes of a committee meeting have been signed as correct they are, until the contrary is proved, evidence that:
  - a. The meeting to which the minutes relate was duly convened and held; and
  - b. The matters recorded as having taken place at the meeting took place as recorded; and
  - c. Any appointment purportedly made at the meeting was validly made.
6. Any committee member's material personal interest in a matter being considered at a committee meeting, in relation to subrule 39.7., must be recorded in the minutes of the meeting.

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## **PART 6 - GENERAL MEETINGS OF POWA**

#### **43. Annual General Meeting**

1. The committee must determine the date, time and place of the annual general meeting (AGM).
2. It is recommended that an annual general meeting must take place no more than 3 months after the end of POWA's financial year - October 31st.
  - a. If, for whatever reason, the annual general meeting is proposed to be held more than 6 months after the end of the POWA's financial year, the committee must apply to the Commissioner for Consumer Protection for permission under section 50 of the *Associations Incorporation Act 2015* within 4 months after the end of the financial year.
3. The ordinary business of the annual general meeting is as follows:
  - a. To confirm the minutes of the previous annual general meeting and of any special general meeting held since then if the minutes of that meeting have not yet been confirmed;
  - b. To receive and consider:
    - i. The committee's annual report on POWA's activities and initiatives during the preceding financial year; and
    - ii. The financial statements report of POWA for the preceding financial year presented under Part 5 of the *Associations Incorporation Act 2015*; and
    - iii. If required to be presented for consideration under Part 5 of the *Associations Incorporation Act 2015*, a copy of the report of the review or auditor's report on the financial statements;
  - c. To elect the office holders of the committee;
  - d. If applicable, to appoint or remove a reviewer or auditor of POWA in accordance with the *Associations Incorporation Act 2015*;
  - e. To confirm or vary the entrance fees, membership fees and other amounts (if any) to be paid by members.
4. Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting.

#### **44. Special General Meetings**

1. The committee may convene a special general meeting (SGM).
2. The committee must convene a special general meeting if at least 50% of the members request a special general meeting to be convened.
3. The members requesting a special general meeting to be convened must:
  - a. Make the requirement by written notice given to the committee; and
  - b. State in the notice the business to be considered at the meeting; and
  - c. Each sign the notice.
4. The special general meeting must be convened within 28 days after notice is given under subrule 44.3.a.

5. If the committee does not convene a special general meeting within that 28 day period, the members making the request (or any of them) may convene the special general meeting.
6. A special general meeting convened by members under subrule 44.5.:
  - a. Must be held within 3 months after the date the original request was made; and
  - b. May only consider the business stated in the notice by which the request was made.
7. POWA must reimburse any reasonable expenses incurred by the members convening a special general meeting under subrule 44.5.

#### **45. Notice of General Meetings**

1. General meetings of POWA must be held at a minimum every quarter of POWA's financial year.
  - a. As outlined in subrule 43.2., the annual general meeting will be the first quarterly general meeting.
  - b. Special general meetings are separate from these quarterly general meetings.
2. The committee or, in the case of a special general meeting convened under subrule 44.5., the members convening the meeting, must give to each member:
  - a. At least 14 days' notice of a general meeting if a special resolution, as described in rule 51, is to be proposed at the meeting; or
  - b. At least 7 days' notice of a general meeting in any other case.
3. The notice must:
  - a. Specify the date, time and place of the meeting; and
  - b. Indicate the general nature of each item of business to be considered at the meeting; and
  - c. If a special resolution is proposed:
    - i. Set out the wording of the proposed resolution as required by section 51 of the *Associations Incorporation Act 2015*; and
    - ii. State that the resolution is intended to be proposed as a special resolution; and
    - iii. Comply with subrule 46.6.

#### **46. Proxies**

1. Subject to subrule 46.2., a member may appoint an individual who is a member as their proxy to vote and speak on their behalf at a general meeting.
2. An ordinary member may be appointed the proxy for not more than 5 other members.
3. The appointment of a proxy must be in writing and signed by the member making the appointment.
4. The member appointing the proxy may give specific directions as to how the proxy is to vote on their behalf.
5. If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.

6. Notice of a general meeting given to an ordinary member under rule 52 must:
  - a. State that the member may appoint an individual who is a member as a proxy for the meeting; and
  - b. Provide the details outlined in these rules on how to appoint a proxy.
7. A written appointment of a proxy must be given to the committee before the commencement of the general meeting for which the proxy is appointed.
8. A written appointment of a proxy sent by post or electronically is of no effect unless it is received by the committee no later than 24 hours before the commencement of the meeting.

#### **47. Use of Technology to be Present at General Meetings**

1. General meetings do not need to be in-person and can include the use of instantaneous communication for any and all of the attending members.
2. It is up to the committee or, in the case of a special general meeting convened under subrule 54.5., the members convening the meeting, to decide if a general meeting must be in-person.
3. Even if the general meeting is in-person, the presence of a member need not be by attendance in-person but may be by that member being simultaneously in contact by instantaneous communication.
4. A member who participates in a general meeting as allowed under subrule 47.3. is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in-person.

#### **48. Presiding Member and Quorum for General Meetings**

1. The president or, in the president's absence, the vice president must preside as chair of each general meeting.
2. If the president and vice president are absent or are unwilling to act as chair of a general meeting, the committee members at the meeting must choose one of them to act as chair of the meeting.
3. No business is to be conducted at a general meeting unless a quorum of 4 POWA members is present.
4. If a quorum is not present within 30 minutes after the notified commencement time of a general meeting:
  - a. In the case of a special general meeting - the meeting lapses; or
  - b. In the case of the annual general meeting - the meeting is adjourned to:
    - i. The same time and day in the following week; and
    - ii. The same place, unless the chair specifies another place at the time of the adjournment.
5. If;
  - a. A quorum is not present within 30 minutes after the commencement time of an annual general meeting held under subrule 48.4.b.; and
  - b. At least 2 members are present at the meeting, those members present are taken to constitute a quorum.

#### **49. Adjournment of General Meetings**

1. The chair of a general meeting at which a quorum is present may, with the consent of a majority of the members present at the meeting, adjourn the meeting to another time at the same place or at another place.
2. Without limiting subrule 49.1., a meeting may be adjourned:
  - a. If there is insufficient time to deal with the business at hand; or
  - b. To give the members more time to consider an item of business.
3. No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.
4. Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 45.

#### **50. Voting at General Meetings**

1. On any question arising at a general meeting:
  - a. Subject to subrule 50.4., each member has one vote unless the member may also vote on behalf of a body corporate under subrule 50.2.; and
  - b. Members may vote personally or by proxy.
2. An ordinary member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a member, to vote on behalf of the body corporate on any question at a particular general meeting or at any general meeting, as specified in the document by which the appointment is made.
  - a. A copy of the document by which the appointment is made must be given to the committee before any general meeting to which the appointment applies.
  - b. The appointment has effect until:
    - i. The end of any general meeting to which the appointment applies; or
    - ii. The appointment is revoked by the body corporate and written notice of the revocation is given to the committee.
3. Except in the case of a special resolution, a motion is carried if a majority of the members present at a general meeting vote in favour of the motion.
4. If votes are divided equally on a question, the chair of the meeting has a second or casting vote.
5. If the question is whether or not to confirm the minutes of a previous general meeting, only members who were present at that meeting may vote.
6. For a person to be eligible to vote at a general meeting as a member, or on behalf of a member that is a body corporate under subrule 50.2., the member:
  - a. Must be a member at the time the general meeting commences; and

- b. Must have paid any fee or other money payable to POWA by the member.

### **51. When Special Resolutions are Required**

1. Under the *Associations Incorporation Act 2015*, a special resolution is required if POWA proposes to do any of the following:
  - a. To alter these rules, including changing the name of the club;
  - b. To decide to apply for registration or incorporation as a prescribed body corporate;
  - c. To approve the terms of an amalgamation with one or more other incorporated associations;
  - d. To be wound up voluntarily or by the Supreme Court; and
  - e. To cancel its incorporation.
2. A special resolution is also required if it is proposed at a general meeting:
  - a. To affiliate POWA with another body; or
  - b. To request the Commissioner for Consumer Protection apply to the *State Administrative Tribunal* under section 109 of the *Associations Incorporation Act 2015* for the appointment of a statutory manager.
3. Section 51 of the *Associations Incorporation Act 2015* states that a special resolution can only be passed:
  - a. At a general meeting; and
  - b. By the votes of no less than three-fourths of the members who cast a vote at the meeting.

### **52. Determining Whether a Resolution is Carried**

1. Subject to subrule 52.3., the chair of a general meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
  - a. Carried; or
  - b. Carried unanimously; or
  - c. Carried by a particular majority; or
  - d. Lost.
2. If the resolution is a special resolution, the declaration under subrule 52.1. must identify the resolution as a special resolution.
3. If a vote is demanded on any question by the chair of the meeting or by at least 3 other members present in-person or by proxy:
  - a. The vote must be taken at the meeting in the manner determined by the chair;
  - b. The chair must declare the determination of the resolution on the basis of the vote.
4. If a vote is demanded on the selection of the chair of the meeting or on a question of an adjournment, the vote must be taken immediately.
5. If a vote is demanded on any other question, the vote must be taken before the close of the meeting at a time determined by the chair.
6. A declaration under subrule 52.1. or 52.3. must be entered in the minutes of the meeting, and the entry is, without proof of the voting in



relation to the resolution, evidence of how the resolution was determined.

### **53. Minutes of General Meetings**

1. The secretary, or a person authorised by the committee from time to time, must take and keep minutes of each general meeting.
2. The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
3. In addition, the minutes of each annual general meeting must record:
  - a. The names of the members attending the meeting; and
  - b. Any proxy notices given to the committee under subrule 46.7.; and
  - c. The financial statements report presented at the meeting, as referred to in rule 43.3.b.ii.; and
  - d. Any report of the review or auditor's report on the financial statements presented at the meeting, as referred to in rule 43.3.b.iii.
4. The minutes of a general meeting must be filed into POWA's minute book within 30 days after the meeting is held.
5. The president must ensure that the minutes of a general meeting are reviewed and signed as correct by:
  - a. The chair of the meeting; or
  - b. The chairperson of the next general meeting.
6. When the minutes of a general meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
  - a. The meeting to which the minutes relate was duly convened and held; and
  - b. The matters recorded as having taken place at the meeting took place as recorded; and
  - c. Any election or appointment purportedly made at the meeting was validly made.

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## **PART 7 - FINANCIAL MATTERS**

### **54. Source of Funds**

1. The funds of POWA may be derived from entrance fees, annual subscriptions, donations, fund-raising activities, grants, interest and any other sources approved by the committee.

### **55. Control of Funds**

1. POWA must open an account under its name with a financial institution from which all expenditure of the club is made and into which all funds received by POWA are deposited.
2. Subject to any restrictions imposed at a general meeting, the committee may approve expenditures on behalf of POWA.

3. The committee may authorise the treasurer to expend funds on behalf of POWA up to a specified limit without requiring approval from the committee for each item on which the funds are expended.
4. All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of POWA must be signed by:
  - a. 2 committee members; or
  - b. One committee member and a person authorised by the committee.
5. All funds of POWA must be deposited into the club's account within 10 working days after their receipt.
6. The process of changing titles on the club's account to the new office holders of the committee must be started no more than 20 business days after the annual general meeting each year.

## **56. Financial Statements and Reports**

1. Under section 66 of the *Associations Incorporation Act 2015*, POWA must keep financial records that:
  - a. Correctly record and explain its transactions and financial position and performance; and
  - b. Enable true and fair financial statements to be prepared.
2. Under section 67 of the *Associations Incorporation Act 2015*, POWA must retain its financial records for at least 7 years after the transactions covered by the records are completed.
3. For each financial year, the committee must ensure that the requirements imposed on POWA under Part 5 of the *Associations Incorporation Act 2015* relating to the financial statements report are met.
4. Without limiting subrule 56.1., those requirements include:
  - a. The preparation of the financial statements; and
  - b. If required, the review or auditing of the financial statements, as applicable; and
  - c. The presentation to the annual general meeting of the financial statements report, as applicable; and
  - d. if required, the presentation to the annual general meeting of the copy of the report of the review or auditor's report, as applicable, on the financial statements.

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# **PART 8 - GENERAL MATTERS**

## **57. By-Laws**

1. POWA may, by resolution at a general meeting, make, amend or revoke by-laws.
2. By-laws may:
  - a. Provide for the rights and obligations that apply to any classes of associate membership approved under subrule 7.2.; and
  - b. Impose restrictions on the committee's powers, including the power to dispose of the POWA's assets; and

- c. Impose requirements relating to the financial reporting and financial accountability of POWA and the auditing of the club's accounts; and
- d. Provide for any other matter POWA considers necessary or convenient to be dealt with in the by-laws, including, but not limited to:
  - i. The day-to-day running of POWA events.
  - ii. The ways in which POWA nominates and votes for content to watch.
  - iii. The full voting process for committee at annual general meetings, as mentioned in subrule 31.8.
- 3. A by-law is of no effect to the extent that it is inconsistent with the *Associations Incorporation Act 2015*, legal regulations or these rules.
- 4. Without limiting subrule 57.3., a by-law made for the purposes of subrule 57.2.c. may only impose requirements on POWA that are additional to, and do not restrict, a requirement imposed under Part 5 of the *Associations Incorporation Act 2015*.
- 5. At the request of a member, POWA must make a copy of the by-laws available for inspection by the member.

#### **58. Executing Documents and the Common Seal**

- 1. POWA may execute a document without using a common seal if the document is signed by:
  - a. 2 committee members; or
  - b. One committee member and a person authorised by the committee.
- 2. If POWA has a common seal;
  - a. The name 'POWA ANIME CLUB INCORPORATED' must appear in legible characters on the common seal.
  - b. A document may only be sealed with the common seal by the authority of the committee and in the presence of;
    - i. 2 committee members; or
    - ii. One committee member and a person authorised by the committee,
 and each of them is to sign the document to attest that the document was sealed in their presence.
  - c. The secretary must make a written record of each use of the common seal.
  - d. The common seal must be kept in the custody of the secretary or another committee member authorised by the committee.

#### **59. Giving Notices to Members**

- 1. A notice or other document that is to be given to a member under these rules is taken not to have been given to the member unless it is in writing and:
  - a. Delivered by hand to the recorded address of the member; or
  - b. Sent by prepaid post to the recorded postal address of the member; or

- c. Sent by facsimile or electronic transmission to an appropriate recorded number, recorded electronic address, or recorded electronic account of the member.

## **60. Custody of Books and Securities**

1. Books of POWA include the following:
  - a. A register;
  - b. Financial records, financial statements or financial reports, however compiled, recorded or stored;
  - c. A document;
  - d. Any other record of information;
2. Subject to subrule 60.3., the books and any securities of POWA must be easily accessible to the secretary or under the secretary's control.
3. The financial records and, as applicable, the financial statements or financial reports of POWA must be easily accessible to the treasurer or under the treasurer's control.
4. Subrules 60.2. and 60.3. have effect except as otherwise decided by the committee.
5. The books of POWA must be retained for at least 7 years.

## **61. Record of Office Holders**

1. Under section 58 of the *Associations Incorporation Act 2015* POWA must maintain a record of:
  - a. The names and addresses of the persons who are members of its committee;
  - b. The name and address of any person who is authorised to use the common seal of POWA (if it has a common seal); and
  - c. The name and address of any person who is appointed or acts as trustee on behalf of POWA.
2. The record of committee members and other persons authorised to act on behalf of POWA is required to be maintained and easily accessible to the secretary or under the secretary's control.
3. Section 58 of the *Associations Incorporation Act 2015*:
  - a. Allows for members to inspect, make a copy of or take an extract from the record; and
  - b. Prohibits a person from disclosing information in the record except for authorised purposes.

## **62. Inspection of Records and Documents**

1. Subrule 62.2. applies to a member who wants to inspect:
  - a. The register of members under section 54 of the *Associations Incorporation Act 2015*; or
  - b. The record of the names and addresses of committee members, and other persons authorised to act on behalf of POWA, under section 58 of the *Associations Incorporation Act 2015*; or
  - c. Any other record or document of POWA.
2. The member must contact the committee to make the necessary arrangements for the inspection.
3. The inspection must be free of charge.

4. If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
5. The member may make a copy of or take an extract from a record or document referred to in subrule 62.1.c. but does not have a right to remove the record or document for that purpose.
6. The member must not use or disclose information in a record or document referred to in subrule 62.1.c. except for a purpose:
  - a. That is directly connected with the affairs of POWA; or
  - b. That is related to complying with a requirement of the *Associations Incorporation Act 2015*.

### **63. Publication by Committee Members of Statements About POWA**

1. A committee member must not publish, or cause to be published, any statement about the business conducted by POWA at a general meeting or committee meeting unless:
  - a. The committee member has been authorised to do so at a committee meeting; and
  - b. The authority given to the committee member has been recorded in the minutes of the committee meeting at which it was given.

### **64. Distribution of Surplus Property on Cancellation or Winding Up**

1. Under section 24 of the *Associations Incorporation Act 2015* surplus property can only be distributed to one or more of the following:
  - a. An incorporated association;
  - b. A company limited by guarantee that is registered as mentioned in the *Corporations Act* section 150;
  - c. A company holding a licence that continues in force under the *Corporations Act* section 151;
  - d. A body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946*;
  - e. A body corporate that:
    - i. Is a member or former member of POWA; and
    - ii. At the time of the distribution of surplus property, has rules that prevent the distribution of property to its members;
  - f. A co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in that Act.
2. On the cancellation of the incorporation or the winding up of POWA, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in subrule 64.1.

### **65. Alteration of Rules**

1. If POWA wants to alter or rescind any of these rules, or to make additional rules, POWA may do so only by special resolution and by otherwise complying with the *Associations Incorporation Act 2015*.

2. Section 31 of the *Associations Incorporation Act 2015* requires POWA to obtain the Commissioner for Consumer Protection's approval if the alteration of its rules has effect to change the name of POWA.
3. Section 33 of the *Associations Incorporation Act 2015* requires POWA to obtain the Commissioner for Consumer Protection's approval if the alteration of its rules has effect to alter the objects or purposes of POWA or the manner in which surplus property of POWA must be distributed or dealt with if POWA is wound up or its incorporation is cancelled.
4. Amendments to the rules do not take effect until required documents are lodged with the Commissioner for Consumer Protection, even if the amendments do not require the approval of the Commissioner under section 31 or section 33 of the *Associations Incorporation Act 2015*. The required documents must be lodged within one month after the special resolution is passed.