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**THE CO-OPERATIVE FEDERATION OF
WESTERN AUSTRALIA INC.**

RULES

**IN ACCORDANCE WITH
ASSOCIATIONS INCORPORATION ACT 2015**

September 2017

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1. **PRELIMINARY**

1.1 **Name of Association (Associations Incorporation Act 2015 Schedule 1, Item 1)**

The name of the Association is The Co-operative Federation of Western Australia Inc., first registered in the year of 1919 and referred to herein after as "Co-operatives WA".

1.2 **Objects of Association (Associations Incorporation Act 2015 Schedule 1, Item 2)**

The objects and purposes of Co-operatives WA are to support, protect and advance the character status and interests of co-operative enterprises, members of Co-operatives WA ("Members") and members of Members through:

- (a) demonstrating and advocating the economic and social value of undertakings based on co-operative principles and/or mutually owned and operated business models;
- (b) having the role and contribution of co-operatives and mutually owned and operated undertakings to the economy and the community recognised at all levels of society;
- (c) engaging in activities that inform about the benefits of co-operative and mutually owned and operated undertakings, and to undertake and pursue related or compatible objects as may from time to time be considered appropriate by the Council.

1.3 **Quorum for Council Meetings (Associations Incorporation Act 2015 Schedule 1, Item 6(e))**

If six or more Council positions are filled, four members shall constitute a quorum, otherwise three members shall constitute a quorum.

1.4 **Quorum for General Meetings (Associations Incorporation Act 2015 Schedule 1, Item 7)**

Six Members present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.

1.5 **Financial Year (Associations Incorporation Act 2015 Schedule 1, Item 13)**

Co-operatives WA's Financial Year, will be the period of 12 months commencing on 1 July and ending on 30 June of each year.

2. **INTERPRETATION**

2.1 **Definitions**

In these Rules, unless the contrary intention appears:

"**Act**" means the *Associations Incorporation Act 2015*;

"**AGM**" means the annual general meeting convened under rule 22.1;

"**Books of Co-operatives WA**" has the meaning given to it in section 3 of the Act and includes:

- (a) a register;
- (b) financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded;
- (c) a document; and
- (d) any other record of information;

"**Commissioner**" means the person designated as the "Commissioner" from time to time under the Act;

"**Council**" means the Management Committee required by the Act which is the body responsible for the management of the affairs of Co-operatives WA;

"**Council Meeting**" means a meeting referred to in rule 13.1;

"**Council Member**" means a Member appointed to Council and/or the Member's representative nominated under rule 5.3.

"**Financial Records**" has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements;

"**Financial Report**" has the meaning given to it in sections 62 and 63 of the Act;

"**Financial Statements**" has the meaning given to it in section 62 of the Act;

"**Financial Year**" has the meaning given to it in rule 1.5;

"**General Meeting**" means a meeting of Co-operatives WA to which all Members (including Associate Members) are invited to attend;

"**Member**" means a body corporate who becomes a Member of Co-operatives WA under these Rules;

"**Member's representative**" means a person appointed in accordance with rule 5.3.

"**Ordinary Resolution**" means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

"**Person**" means a natural person or a body corporate as appropriate;

"**Poll**" means vote at a General Meeting of Members conducted as directed by the chairperson of the meeting;

"**Rules**" mean these rules of Co-operatives WA as amended from time to time under rule 23.2;

“**Secretary**” is to be read as a reference to the secretary of Co-operatives WA or the person carrying out the functions ordinarily carried out by the secretary of an incorporated association;

“**Special Resolution**” is a resolution passed in accordance with rule 18.1;

“**Surplus Property**” has the meaning given to it in the Act and means the property remaining when Co-operatives WA is wound up or cancelled after satisfying:

- (a) the debts and liabilities of Co-operatives WA; and
 - (b) the costs, charges and expenses of winding up Co-operatives WA,
- but does not include books pertaining to the management of Co-operatives WA;

“**Tier 1 Association**” has the meaning given to it in section 62 of the Act;

“**Tier 2 Association**” has the meaning given to it in section 62 of the Act;

“**Tier 3 Association**” has the meaning given to it in section 62 of the Act;

2.2 Notices

- (a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered by hand to the nominated address of the addressee;
 - (ii) sent by post to the nominated postal address of the addressee; or
 - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules, must be sent to Member’s address as set out in the Register referred to in rule 7.1.

3. POWERS OF CO-OPERATIVES WA

3.1 Powers of Co-operatives WA

Subject to the Act, Co-operatives WA may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

3.2 Not for Profit

The property and income of Co-operatives WA must be applied solely towards promoting the objects or purposes of Co-operatives WA 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 promoting those objects or purposes.

4. BECOMING A MEMBER

4.1 Minimum Number of Members

Co-operatives WA must have at least six Members with full voting rights.

4.2 Qualifications for Membership (**Associations Incorporation Act 2015 Schedule 1, Item 3**)

Any body corporate that supports the purposes of Co-operatives WA is eligible to apply for membership.

4.3 Applying for Membership

- (a) A body corporate who wants to become a Member must:
 - (i) apply in writing to Co-operatives WA; and
 - (ii) be nominated for membership by a Member.
- (b) All application forms must be signed by the Applicant and the nominee.
- (c) If Co-operatives WA has more than one class of membership, the application form must specify the applicable class of membership.

4.4 Deciding Membership Applications

- (a) The Council is to consider and decide whether to approve or reject any membership application.
- (b) Subject to rule 4.4(c) applications are to be considered and decided in the order they are received by Co-operatives WA.
- (c) When considering a membership application, the Council may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- (d) The Council must not approve a membership application unless the Applicant:
 - (i) meets all the eligibility requirements under rule 4.2; and
 - (ii) applies under rule 4.3.
- (e) The Council may refuse to accept a membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under rule 4.2.
- (f) As soon as is practicable after the Council has made a decision under rule 4.4(a), the Council must notify the Applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision.

- 4.5 **Becoming a Member (Associations Incorporation Act 2015 Schedule 1, Item 3)**
- (a) An Applicant becomes a Member if:
- (i) the Applicant is eligible for membership under rule 4.2;
 - (ii) the Applicant applies in writing to Co-operatives WA under rule 4.3;
 - (iii) the Council approves the Applicant's application for membership; and
 - (iv) the Applicant pays any fees due under rules 8.1 and 8.2.
- (b) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these Rules, when rule 4.5(a) has been fulfilled.
- 4.6 **Recording Membership in the Register**
The Secretary must enter a body corporate's name in the Register within 28 days after the body corporate becomes a Member.
5. **LIABILITY AND ENTITLEMENTS OF MEMBERS**
- 5.1 **Classes of Member**
- (a) The membership of Co-operatives WA consists of:
- (i) ordinary Members; and
 - (ii) may include associate Members.
- (b) Co-operatives WA may have any category of associate membership determined by resolution of Members at a General Meeting, including junior membership, senior membership or honorary membership.
- (c) If Co-operatives WA has two or more classes of member no Member can belong to more than one class of membership.
- (d) An ordinary Member has all rights provided to Members under the Rules, including the right to vote, and other rights and benefits as determined by the Council or by resolution of Members at a General Meeting.
- (e) An associate Member has no right to vote, but has all other rights provided to a Member under the Rules and other rights and benefits as determined by the Council or by resolution of Members at a General Meeting.
- (f) The maximum number of ordinary Members is unlimited unless Co-operatives WA in General Meeting decides otherwise.
- 5.2 **Membership Voting Rights of Members**
Each ordinary Member of Co-operatives WA has one vote at a General Meeting of Co-operatives WA.
- 5.3 **Member's Representative**
- (a) A Member is entitled, subject to paragraph (c) and (d) of this rule, to be represented by any person who is at least 18 years of age and who produces a letter of entitlement or otherwise satisfies the Secretary that they are the representative of the Member.
- (b) A person acting under rule 5.3(a) represents the Member as if they were a Member:
- (i) if appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
 - (ii) otherwise, until the appointment is revoked by the Member and notice of the revocation is given to the Secretary.
- (c) No person shall be entitled to represent a Member on the Council if the person has been convicted of, or imprisoned in the previous five years for:
- (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months;
 - (iii) an offence under Division 3 or section 27 of the Act,
- unless the person has obtained the consent of the Commissioner.
- (d) No person shall be entitled to represent a Member on the Council if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.
- 5.4 **Liability of Members**
- (a) A Member is only liable for their outstanding membership fees payable under rules 8.1 and 8.2, if any.
- (b) Subject to rule 5.4(a), a Member is not liable, by reason of the body corporate's Membership, for the liabilities of Co-operatives WA or the cost of winding up Co-operatives WA.
- (c) Rule 5.4(b) does not apply to liabilities incurred by or on behalf of Co-operatives WA by the Member before incorporation.
- 5.5 **Payment to Members**
- (a) Subject to rule 5.5(b), no portion of the income or property of Co-operatives WA may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.

- (b) Rule 5.5(a) does not prevent:
 - (i) the payment in good faith of remuneration to any officer, employee or Member in return for any services actually rendered to Co-operatives WA or for goods supplied in the ordinary and usual course of business;
 - (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the "Cash Rate Target" from time to time on money borrowed from any Member;
 - (iii) the payment of reasonable and proper rent by Co-operatives WA to a Member for premises leased by the Member to Co-operatives WA; or
 - (iv) the reimbursement of expenses incurred by any Member or any Member's representative on behalf of Co-operatives WA.

5.6 Membership Entitlements not Transferable

A right, privilege or obligation a Member has because it is a Member of Co-operatives WA:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the Member's membership ceases.

6. CEASING TO BE A MEMBER

6.1 Ending Membership (Associations Incorporation Act 2015 Schedule 1, Item 3)

- (a) A Member's membership ends, if the Member:
 - (i) ceases to be a Member under rule 8.2(d);
 - (ii) resigns as a Member under rule 6.2; or
 - (iii) is expelled from Co-operatives WA under rule 6.3; or
 - (iv) is placed into administration, liquidated or deregistered.
- (b) For a period of one year after a Member's membership ended, the Secretary must keep a record of:
 - (i) the date on which the former Member ceased to be a Member under rule 6.1(a); and
 - (ii) the reason why the former Member ceased to be a Member.

6.2 Resigning as a Member

- (a) A Member who has paid all amounts payable by the Member to Co-operatives WA in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:
 - (i) at the time the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) Any Member who resigns from Co-operatives WA remains liable to pay to Co-operatives WA any outstanding fees which may be recovered as a debt due to Co-operatives WA by the former Member.

6.3 Suspending or Expelling Members

- (a) The Council may, by resolution, suspend or expel a Member from membership if:
 - (i) the Member refuses or neglects to comply with these Rules; or
 - (ii) the Member's conduct or behaviour is detrimental to the interests of Co-operatives WA.
- (b) The Council must hold a Council Meeting to decide whether to suspend or expel a Member.
- (c) The Secretary must, not less than 28 days before the Council Meeting referred to in rule 6.3(b), give written notice to the Member:
 - (i) of the proposed suspension or expulsion and the grounds on which it is based;
 - (ii) of the date, place and time of the Council Meeting;
 - (iii) that the Member's representative, may attend the Council Meeting; and
 - (iv) that the Member's representative, may address the Council at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Council Meeting referred to in rule 6.3(b) the Council must:
 - (i) give the Member's representative, a full and fair opportunity to state the Member's case orally;
 - (ii) give due consideration to any written statement submitted by the Member or the Member's representative; and

- (iii) determine whether or not the Member should be:
 - A. expelled from Co-operatives WA; or
 - B. suspended from membership, and if so, the period that the Member should be suspended from membership.
- (e) Once the Council has decided to suspend or expel a Member under rule 6.3(d), the Member is immediately suspended or expelled from membership.
- (f) The Secretary must inform the Member in writing of the decision of the Council, within 7 days of the Council Meeting referred to in rule 6.3(b).

6.4 **Right of Appeal of against Suspension or Expulsion**

A Member suspended or expelled under rule 6.3 may appeal the Council's decision by giving written notice to the Secretary within 14 days of receiving notice of the Council's decision under rule 6.3(f) requesting the appointment of a mediator under rule 27.2(c).

6.5 **Reinstatement of a Member**

If the Council's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Council or Members in General Meeting during the period that the Member was suspended or expelled from Membership under rule 6.3(d), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

6.6 **When a Member is Suspended**

- (a) If a Member's membership is suspended under rule 6.3(d), the Secretary must record in the Register:
 - (i) the name of the Member that has been suspended from membership;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the length of the suspension as determined by the Council under 6.3(d)(iii)B.
- (b) A Member that has been suspended under rule 6.3(d) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

7. **MEMBERSHIP REGISTER**

7.1 **Register of Members (Associations Incorporation Act 2015 Schedule 1, Item 4)**

- (a) The Secretary or a person authorised by the Council from time to time must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
 - (i) the full name of each Member;
 - (ii) a contact postal, residential or email address of each Member;
 - (iii) the class of membership held by the Member; and
 - (iv) the date on which the Member became a Member.
- (c) Any change in membership of Co-operatives WA must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Co-operatives WA registered office, or at such other place as the Council decides from time to time.

7.2 **Inspecting the Register**

- (a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to Co-operatives WA and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

7.3 **Copy of the Register**

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Council may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of Co-operatives WA.
- (c) Co-operatives WA may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Council from time to time.
- (d) If the Council denies a Member's request for a copy of the Register, a Member may appeal the decision under rule 27.1(a).

7.4 **When Using the Information in the Register is Prohibited**

A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to Co-operatives WA or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (c) for any other purpose unless the use of the information is approved in writing by the Council and for a purpose that is:
 - (i) directly connected with the affairs of Co-operatives WA; or
 - (ii) related to administering the Act.

8. **MEMBERSHIP FEES (Associations Incorporation Act 2015 Schedule 1, Item 5)**

8.1 **Entrance Fee**

The Council may from time to time determine the amount of the entrance fee, if any, to be paid by each Member or each class of Member upon becoming a Member.

8.2 **Annual Membership Fee**

- (a) The Council may from time to time determine the amount of the annual membership fee, if any, to be paid by each Member or each class of Member.
- (b) Each Member must pay the Member's annual membership fee determined under rule 8.2(a) to the Secretary, or a person authorised by the Council to receive payments, as and when decided by the Council.
- (c) If a Member pays the annual membership fee within 3 months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (d) Subject to rule 8.2(e), if a Member fails to pay the annual Membership fee within 3 months after the due date, the Member's Membership is liable to cancellation on the resolution of the Council with or without notice.
- (e) If a Member ceases to be a Member under rule 8.2(d), and subsequently pays to Co-operatives WA all the Member's outstanding fees, the Council may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding fees are paid, including the right to vote.

9. **POWERS AND COMPOSITION OF THE COUNCIL**

9.1 **Powers of the Council (Associations Incorporation Act 2015 Schedule 1, Item 6)**

- (a) The governing body of Co-operatives WA is to be called the Council and it has authority to control and manage the affairs of Co-operatives WA.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by Co-operatives WA in General Meeting, the Council:
 - (i) may exercise all powers and functions as may be exercised by Co-operatives WA, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - (ii) has power to perform all acts and do all things as appear to the Council to be necessary or desirable for the proper management of the business and affairs of Co-operatives WA.

9.2 **Council Members**

- (a) The Council is to consist of no less than three ordinary Members.
- (b) The maximum number of Members of the Council is to be determined by the Council.
- (c) The Council shall appoint:
 - (i) one for their number to be the Chairperson;
 - (ii) one of their number to be the Deputy-Chairperson; and
 - (iii) a person to the position of Secretary.

10. **ROLE AND RESPONSIBILITIES OF COUNCIL MEMBERS**

For the purposes of this rule 10, a reference to a Council Member or a former Council Member is also a reference to their representative, both current and past.

10.1 **Obligations of the Council**

The Council must take all reasonable steps to ensure Co-operatives WA complies with its obligations under the Act and these Rules.

10.2 **Responsibilities of Council Members**

- (a) A Council Member must exercise their powers and discharge their duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.

- (b) A Council Member must exercise their powers and discharge their duties in good faith in the best interests of Co-operatives WA and for a proper purpose.
- (c) A Council Member or former Council Member must not improperly use information obtained as a Council Member to:
 - (i) gain an advantage for themselves or another person; or
 - (ii) cause detriment to Co-operatives WA.
- (d) A Council Member or former Council member must not improperly use their position to:
 - (i) gain an advantage for themselves or another person; or
 - (ii) cause detriment to Co-operatives WA.
- (e) A Council Member having any material interest in a matter being considered at a Council Meeting must:
 - (i) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Council;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of Co-operatives WA; and
 - (iii) must not be present while the matter is being considered at the Council Meeting or vote on the matter.
- (f) Rule 10.2(e) does not apply in respect of a material interest that:
 - (i) exists only because the Council Member belongs to a class of persons for whose benefit Co-operatives WA is established; or
 - (ii) that the Council Member has in common with all, or a substantial proportion of, the members of the members of Co-operatives WA.
- (g) The Secretary must record every disclosure made by a Council Member under rule 10.2(e) in the minutes of the Council Meeting at which the disclosure is made.
- (h) No Council Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of Co-operatives WA unless the person is authorised by the Council.

10.3 Chairperson

The Chairperson:

- (a) must consult with the Secretary regarding the business to be conducted at each Council Meeting and each General Meeting;
- (b) may convene special meetings of the Council under rule 13.1(c);
- (c) may preside over Council Meetings under rule 13.3;
- (d) may preside over General Meetings under rule 16.4; and
- (e) must ensure that the minutes of a General Meeting or Council Meeting are reviewed and signed as correct under rule 19.1(c).

10.4 Secretary

The Secretary must:

- (a) co-ordinate the correspondence of Co-operatives WA;
- (b) convene General Meetings and Council Meetings, including preparing the notices of meetings of the business to be conducted at each meeting in consultation with the Chairperson;
- (c) keep and maintain in an up to date condition the Rules of Co-operatives WA as required by rule 23.1 and any by-laws of Co-operatives WA made in accordance with rule 24;
- (d) maintain the register of the Members, referred to in rule 7.1;
- (e) maintain the record of office holders of Co-operatives WA, referred to in rule 10.5;
- (f) ensure the safe custody of the Books of Co-operatives WA under rule 26.1;
- (g) keep full and correct minutes of Council Meetings and General Meetings; and
- (h) perform any other duties as are imposed by these Rules or by the Council from time to time in relation to duties and functions required to be carried out under rule 20.

10.5 Record of Council Members

- (a) The Secretary or a person authorised by the Council from time to time must maintain a record Council Members and the Secretary.
- (b) The record for each Council Member must contain as a minimum:
 - (i) their full name;

- (ii) the position they hold and the date they were first appointed and each date of reappointment (if applicable) and the date when their appointment ended; and
 - (iii) a contact postal, residential or email address.
- (c) The record of Council Members and the Secretary must be kept and maintained at the Co-operatives WA registered office, or at such other place as the Council decides.

10.6 **Inspecting the Record of Office Holders**

- (a) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to Co-operatives WA and the Member.
- (b) The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

11. **APPOINTING COUNCIL MEMBERS (Associations Incorporation Act 2015 Schedule 1, Item 6(a))**

11.1 **Appointment to the Council**

Council Members are appointed to the Council by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under rule 12.1(b).

11.2 **Nominating for Membership of the Council**

- (a) A Member who is not a retiring Member of Council but wishes to be a Council Member must be nominated by a Member as a candidate for election.
- (b) Nominations for election to the Council shall close at least 28 days before the AGM.
- (c) A retiring Member of Council, in the absence of advice to the contrary, is deemed to have nominated for a further term of office.
- (d) The nomination for election must be:
 - (i) in writing; and
 - (ii) delivered to the Secretary on or before the date for the close of nominations.
- (e) If a nomination for election to the Council is not in accordance with this rule the nomination is to be deemed invalid and the Member will not be eligible for election unless rule 11.3(c) takes effect.

11.3 **Electing Council Members**

- (a) If the valid nominations received under rule 11.2 are equal to, or less than, the number of Council vacancies to be filled, those nominated are deemed elected at the AGM.
- (b) If the number of valid nominations exceeds the number of Council vacancies, one single "first-past-the-post" ballot is to be conducted as a poll at the AGM to fill the vacancies.
- (c) If at an AGM a vacancy on the Council remains unfilled nominations may be received, and accepted, from the floor and if those nominations exceed the number of remaining vacancies, one "first-past-the-post" ballot is to be conducted as a poll at the AGM to fill the vacancies.
- (d) If at the conclusion of an AGM there are positions on Council that remain unfilled those positions become casual vacancies and can be filled under rule 12.1(b).
- (e) Notice of an AGM must include, in alphabetical order, the names of all candidates standing for office.

11.4 **Voting in Elections for Membership of the Council**

- (a) Subject to rule 18.3(e), each Member present and eligible to vote at the AGM may vote to fill a vacant position on the Council.
- (b) A Member who nominates for election or re-election may vote for themselves.

11.5 **Term of Office of Council Members (Associations Incorporation Act 2015 Schedule 1, Item 6(b))**

- (a) Council Members in office immediately before incorporation under the Act continue to hold office for the remaining period of the term of office to which they were last elected.
- (b) The term of office for Council Members elected under these rules will end at the close of the third AGM after their election.
- (c) All retiring Council Members are eligible, on nomination under rule 11.2, for re-election.

12. **CEASING TO BE A COUNCIL MEMBER**

12.1 **Vacant Positions on the Council (Associations Incorporation Act 2015 Schedule 1, Item 6(c) and Item 6(d))**

- (a) A casual vacancy occurs on the Council if a Council Member:
 - (i) ceases to be a Member;

- (ii) resigns from office under rule 12.2;
- (iii) is removed from office under rule 12.3; or
- (iv) is not represented at:
 - A. three consecutive Council Meetings without a good reason; or
 - B. three Council Meetings in the same Financial Year without an apology being tendered to the person presiding at each of those Council Meetings.
- (b) If a position on the Council is vacant under rule 11.3(d), or there is a casual vacancy within the meaning of rule 12.1(a), the continuing Council Members may:
 - (i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
 - (ii) subject to rule 12.1(c), act despite the vacant position on the Council.
- (c) If the number of Council Members is less than the number fixed under rule 1.3 as the quorum for Council Meetings, the continuing Council Members may act only to:
 - (i) increase the number of Members on the Council to the number required for a quorum; or
 - (ii) convene a General Meeting of Co-operatives WA.

12.2 Resigning from the Council

- (a) A Council Member may resign from the Council by giving written notice of resignation to the Secretary or to the Chairperson.
- (b) The Council Member resigns:
 - (i) at the time the notice is received by the Secretary or Chairperson under rule 12.2(a); or
 - (ii) if a later time is stated in the notice, at the later time.

12.3 Removal from Council

- (a) Subject to rule 12.1(a), a Council Member may only be removed from the Council by resolution at a General Meeting of Co-operatives WA if a rule 2.2 notice of at least 14 days' notice of the proposed resolution has been issued and a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- (b) The Council Member who faces removal from the Council must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state their case as to why the Member should not be removed from the Council.
- (c) If all Council Members are removed at a General Meeting, the Members at the same meeting, must elect an interim Council which must, within two months, convene a General Meeting of Co-operatives WA for the purpose of electing a new Council.

13. COUNCIL MEETINGS

13.1 Meetings of the Council

- (a) The Council must meet at least twice in each year.
- (b) The Council is to determine the place and time of all Council Meetings.
- (c) Special meetings of the Council may be convened under rule 13.2 by:
 - (i) the Chairperson; or
 - (ii) any two Council Members.

13.2 Notice of Council Meetings

- (a) Subject to rule 13.2(b) the Secretary must give each Council Member at least 48 hours' notice of each Council Meeting before the time appointed for holding the meeting.
- (b) The Chairman can waive the 48 hour notice period if urgent business requires the attention of the Council.
- (c) Notice of a Council Meeting must specify the general nature of the business to be transacted at the meeting.
- (d) Subject to rule 13.2(e), only the business specified on the notice of the Council Meeting is to be conducted at that meeting.
- (e) Matters of a general business nature may be conducted at Council Meetings without notice if the Council Members present at a Council Meeting unanimously agree to deal with the general business.

13.3 Chairing at Council Meetings

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as chairperson of each Council Meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Council Members must choose one of their number to preside as chairperson at the Council Meeting.

- 13.4 Procedure of the Council Meeting (Associations Incorporation Act 2015 Schedule 1, Item 6(e) and Item 6(f))**
- (a) The quorum for a Council Meeting is specified at clause 1.3. The Council cannot conduct business, other than under rule 13.4(h), unless a quorum is present.
 - (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.
 - (c) If at a meeting adjourned under rule 13.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Council Members present will constitute a quorum.
 - (d) Council Meetings may take place:
 - (i) where the Council Members are physically present together; or
 - (ii) where Council Members are able to communicate by using any technology that reasonably allows Council Members to participate fully in discussions as they happen in the Meeting and in making decisions, provided the participation of a Council Member in the Meeting is made known to all other meeting participants.
 - (e) A Council Member who participates in a meeting as set out in rule 13.4(d)(ii):
 - (i) is deemed to be present at the Council Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,
 until the Council Member notifies the other Council Members that he or she is no longer taking part in the Council Meeting.
 - (f) Subject to these Rules, the Council Members present at the Council Meeting are to determine the procedure and order of business to be followed at a Council Meeting.
 - (g) All Council Members have the right to attend and vote at Council Meetings.
 - (h) A resolution in writing, copies of which have been forwarded to every Councillor and have been signed by at least three-fourths thereof to signify approval and have been returned to the Secretary within twenty-one days from the date of dispatch from the Co-operatives WA office shall be as valid and effectual as if it had been passed at a meeting of Council duly called and constituted.
 - (i) All Members, or other guests, may attend Council Meetings if invited by the Council but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
 - (j) The Secretary or a person authorised by the Council from time to time must keep minutes of the resolutions and proceedings of all Council Meetings together with a record of the names of persons present at each meeting. **(Associations Incorporation Act 2015 Schedule 1, Item 6(f))**
- 13.5 Voting at Council Meetings**
- (a) Each Council Member present at a Council Meeting has a deliberate vote.
 - (b) A question arising at a Council Meeting is to be decided by a majority of votes, but if there is an equality of votes, the chairperson of the Meeting as set out in rule 13.3 is entitled to exercise a second or casting vote.
 - (c) Decisions may be made by general agreement or a show of hands.
 - (d) A secret ballot may be used if the Council prefers to determine a matter in this way and the person presiding over the Council Meeting is to oversee the ballot.
- 13.6 Acts not Affected by Defects or Disqualifications**
- Any act performed by the Council, a sub-committee or a person acting as a Council Member is deemed to be valid even if the act was performed when:
- (a) there was a defect in the appointment of a Council Member, sub-committee or person holding a subsidiary office; or
 - (b) a Council Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.
- 14. REMUNERATION OF COUNCIL MEMBERS (Associations Incorporation Act 2015 Schedule 1, Item 6(g))**
- (a) Co-operatives WA may pay a Council Member's travelling and other expenses as properly incurred:
 - (i) in attending Council Meetings or sub-committee meetings;
 - (ii) in attending any General Meetings of Co-operatives WA; and
 - (iii) in connection with Co-operatives WA's business.
 - (b) Co-operatives WA may remunerate the Chairperson of Council for their services by way of a stipend or other payment as resolved by Council from time to time.
 - (c) The Chairperson, in respect to a rule 14(b) resolution:

- (i) can speak to, and be heard, on the resolution;
 - (ii) may only be present for the vote if the meeting so agrees and the minutes record that it be the case; and
 - (iii) is not permitted to vote on any resolution under this rule or rule 14(b).
- (d) Council Members must not receive any remuneration for their services as Council Members other than as described at rules 14(a) and 14(b).

15. SUB-COMMITTEES AND DELEGATION

15.1 Appointment of Sub-committees

- (a) The Council may appoint one or more sub-committees as considered appropriate by the Council from time to time to assist with the conduct of Co-operatives WA's operations.
- (b) Sub-committees may comprise (in such numbers as the Council determines) Members and non-members.
- (c) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.

15.2 Delegation by Council to Sub-committee

- (a) The Council may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Council sees fit from time to time.
- (b) Despite any delegation under this rule, the Council may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

15.3 Delegation to Subsidiary Offices

- (a) The Council may create and fill such subsidiary offices as may be necessary for the proper and efficient management of Co-operatives WA's affairs.
- (b) The Council may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Council sees fit from time to time.
- (c) Despite any delegation under this rule, the Council may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

16. GENERAL MEETINGS

16.1 Procedure for General Meetings (Associations Incorporation Act 2015 Schedule 1, Item 7)

- (a) General Meetings may take place:
 - (i) where the Members are physically present together; or
 - (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in rule 16.1(a)(ii):
 - (i) is deemed to be present at the General Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,
 until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

16.2 Quorum for General Meetings (Associations Incorporation Act 2015 Schedule 1, Item 7)

- (a) The quorum for General Meetings is specified in rule 1.4.
- (b) Subject to rules 16.2(c) and 16.2(d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a Special General Meeting, the meeting lapses; or
 - (ii) in the case of an AGM, the meeting is to stand adjourned to:
 - A. the same time and day in the following week; and
 - B. the same place unless another place is specified by the chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

16.3 Notice of General Meetings and Motions (Associations Incorporation Act 2015 Schedule 1, Item 8 and Item 9)

- (a) The Secretary must give at least:
 - (i) 14 days' notice of a General Meeting to each Member, or

- (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
 - (b) The notice convening a General Meeting must specify:
 - (i) the place, date and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting.
 - (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by rule 2.2.
- 16.4 Presiding Member**
- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as chairperson of each General Meeting.
 - (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Council Members must choose one of their number to preside as chairperson at the General Meeting.
- 16.5 Adjournment of General Meeting**
- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meeting from time to time and place to place with the consent of a majority of Members present at the meeting.
 - (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
 - (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with rules 2.2 and 16.1 as if that General Meeting was a new General Meeting.
- 17. SPECIAL GENERAL MEETING**
- 17.1 Special General Meeting**
- (a) The Council may at any time convene a Special General Meeting of Co-operatives WA.
 - (b) The Secretary must convene a Special General Meeting of Co-operatives WA within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members. **(Associations Incorporation Act 2015 Schedule 1, Item 10)**
- 17.2 Request for Special General Meeting**
A request by the Members for a Special General Meeting must:
- (a) state the purpose of the meeting;
 - (b) be signed by the required number of Members making the request as specified in rule 17.1(b); and
 - (c) be lodged with the Secretary.
- 17.3 Failure to Convene Special General Meeting**
- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in rule 17.1(b), the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Council.
 - (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Council and Co-operatives WA must pay the reasonable expenses of convening and holding the Special General Meeting.
- 18. MAKING DECISIONS AT GENERAL MEETINGS**
- 18.1 Special Resolutions**
- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under rule 18.1(c).
 - (b) A Special Resolution of Co-operatives WA is required to:
 - (i) amend the legal name of Co-operatives WA;
 - (ii) amend the Rules, under rule 23.2;
 - (iii) affiliate Co-operatives WA with another body;
 - (iv) transfer the incorporation of Co-operatives WA;
 - (v) amalgamate Co-operatives WA with one or more other incorporated associations;
 - (vi) voluntarily wind up Co-operatives WA;
 - (vii) cancel incorporation; or
 - (viii) request that a statutory manager be appointed.
 - (c) Notice of a Special Resolution must:

- (i) be in writing;
 - (ii) include the place, date and time of the meeting;
 - (iii) include the intention to propose a Special Resolution;
 - (iv) set out the wording of the proposed Special Resolution; and
 - (v) be given in accordance with rule 2.2.
- (d) If notice is not given in accordance with rule 18.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy and eligible to vote, who cast a valid vote.

18.2 Ordinary Resolutions

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

18.3 Voting at meetings

- (a) Subject to these Rules, each ordinary Member has one vote at a General Meeting of Co-operatives WA.
- (b) A person casts a vote at a meeting either by:
- (i) voting at the meeting either in person or through the use of technology as under rule 16.1(a)(ii); or
 - (ii) by proxy.
- (c) In the case of an equality of votes at a General Meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Member or their proxy is not entitled to vote at any General Meeting of Co-operatives WA unless all money due and payable by the Member or their proxy to Co-operatives WA has been paid in accordance with rules 8.1 and 8.2.
- (e) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under rule 16.3.

18.4 Proxies

- (a) Each Member is entitled to appoint in writing, a natural person to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of Co-operatives WA.
- (b) Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- (c) No person who is not the chairperson of the meeting may hold more than five proxies.

18.5 Manner of Determining Whether Resolution Carried

- (a) Unless a Poll is demanded under rule 18.6, a question arising at a General Meeting of Co-operatives WA is to be determined by general agreement or a show of hands, and a declaration must be made by the chairperson of the General Meeting that the resolution has been:
- (i) carried; or
 - (ii) carried unanimously; or
 - (iii) carried by the required majority; or
 - (iv) lost.
- (b) If the declaration relates to a Special Resolution, then subject to rule 18.1(c), the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under rule 18.5(a) must be entered into the minute book of Co-operatives WA.
- (d) The entry in the minute book of Co-operatives WA under rule 18.5(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

18.6 Poll at General Meetings

- (a) At a General Meeting, a Poll on any question may be demanded by either:
- (i) the chairperson of the meeting; or
 - (ii) at least three Members present in person or by proxy.
- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the chairperson of the meeting directs and a declaration by the chairperson of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
- (i) immediately without further discussion in the case of a Poll which relates to electing a person to preside over the meeting;

- (ii) immediately without further discussion in the case of a Poll which relates to adjourning the meeting; or
- (iii) in any other case, in the manner and at a time the chairperson directs.

19. MINUTES OF MEETINGS

19.1 Minutes of Meetings

- (a) The Secretary or a person authorised by the Council from time to time must take and keep minutes of the resolutions and proceedings of all General Meetings and Council Meetings together with a record of the names of persons present at each meeting.
- (b) The minutes are to be entered into a minute book kept for that purpose, within 30 days after the holding of each meeting.
- (c) The Chairperson must ensure that the minutes of a General Meeting or Council Meeting under rule 19.1(a) are reviewed and signed as correct by:
 - (i) the chairperson of the General Meeting or Council Meeting to which those minutes relate; or
 - (ii) the chairperson of the next succeeding General Meeting or Council Meeting.
- (d) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (i) the General Meeting or Council Meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting or Council Meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (e) The minutes of General Meetings may be inspected by a Member under rule 26.2.
- (f) The minutes of Council Meetings may be inspected by a Member under rule 26.2 unless the Council determines that the minutes of Council Meetings generally, or the minutes of a specific Council Meeting are not to be available for inspection.

20. FUNDS AND ACCOUNTS

20.1 Control of Funds (**Associations Incorporation Act 2015 Schedule 1, Item 11**)

- (a) The funds of Co-operatives WA must be kept in an account in the name of Co-operatives WA in a financial institution determined by the Council.
- (b) The funds of Co-operatives WA are to be used in pursuance of the objects of Co-operatives WA.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of Co-operatives WA must be signed by:
 - (i) any two Council Members; or
 - (ii) one Council Member and the Secretary; or
 - (iii) one Council Member and a person authorised by the Council.
- (d) All expenditure above an amount, if any, set by the Council from time to time must be approved or ratified at a Council Meeting.

20.2 Source of Association Funds

- (a) The funds of Co-operatives WA may be derived from entrance fees and annual membership fees of Members, fees for services, donations, fund raising activities, grants, interest, and other sources approved by the Council.
- (b) Co-operatives WA must, as soon as practicable:
 - (i) deposit all money received by Co-operatives WA, to the credit of Co-operatives WA's bank account, without deduction; and
 - (ii) after receiving any money, issue an appropriate receipt if requested to do so.

20.3 Financial Records

- (a) Co-operatives WA must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) Co-operatives WA must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

20.4 Financial Statements and Financial Reports

- (a) For each financial year, Co-operatives WA must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting rule 20.4(a), those requirements include:
 - (i) if Co-operatives WA is a Tier 1 Association, the preparation of the Financial Statements;

- (ii) if Co-operatives WA is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
- (iii) if required, the review or auditing of the Financial Statements or Financial Report (whichever is applicable);
- (iv) if Co-operatives WA is a Tier 1 Association, the presentation of the Financial Statements to the annual general meeting of Co-operatives WA (and, if required, a copy of the report of the review or auditor's report, whichever is applicable);
- (v) if Co-operatives WA is a Tier 2 Association or a Tier 3 Association, the presentation of the Financial Report to the annual general meeting of Co-operatives WA (and a copy of the report of the review or auditor's report, whichever is applicable); and
- (vi) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

20.5 **Review or Audit of Financial Statements or Financial Report**

Co-operatives WA must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of Co-operatives WA if:

- (a) Co-operatives WA is a Tier 2 Association or Tier 3 Association;
- (b) the by-laws of Co-operatives WA require a review or audit;
- (c) the Members require a review or audit by resolution at a General Meeting;
- (d) an audit or review is directed by the Commissioner; or
- (e) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

21. **FINANCIAL YEAR OF CO-OPERATIVES WA**

The financial year of Co-operatives WA is at rule 1.5. **(Associations Incorporation Act 2015 Schedule 1, Item 12)**

22. **ANNUAL GENERAL MEETINGS**

22.1 **Annual General Meeting (Associations Incorporation Act 2015 Schedule 1, Item 13)**

- (a) Subject to rules 22.1(b) and 22.1(c), Co-operatives WA must convene an AGM each calendar year:
 - (i) within 6 months after the end of Co-operatives WA's Financial Year; or
 - (ii) within a longer period as the Commissioner may allow.
- (b) Co-operatives WA may hold its first AGM at any time within the period of 18 months after incorporation under the Act.
- (c) If Co-operatives WA requires the approval from the Commissioner to hold its AGM within a longer period under rule 22.1(a)(ii), the Secretary must apply to the Commissioner no later than four months after the end of Co-operatives WA's Financial Year.

22.2 **Notice of AGM**

The notice convening an AGM must specify that it is the AGM of Co-operatives WA and otherwise must comply with rules 2.2 and 16.3 (as applicable).

22.3 **Business to be Conducted at AGM**

- (a) Subject to rule 22.1, the AGM of Co-operatives WA is to be convened on a date, time and place as the Council decides.
- (b) At each AGM of Co-operatives WA, Co-operatives WA:
 - (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
 - (ii) if Co-operatives WA is a Tier 1 Association, must receive the Financial Statements of Co-operatives WA for the preceding Financial Year;
 - (iii) if Co-operatives WA is a Tier 2 Association or a Tier 3 Association, must receive the Financial Report of Co-operatives WA for the preceding Financial Year;
 - (iv) if applicable, must appoint or remove a reviewer or auditor in accordance with the Act;
 - (v) if applicable, must present a copy of the report of the review or the auditor's report to Co-operatives WA; and
 - (vi) must elect or appoint the office holders and ordinary Council Members.

23. **RULES OF CO-OPERATIVES WA**

23.1 **Rules of Co-operatives WA**

- (a) These Rules bind every Member and Co-operatives WA and each Member agrees to comply with these Rules.
- (b) Co-operatives WA must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each body corporate who becomes a Member under rule 4.5.
- (c) Co-operatives WA must keep a current copy of the Rules.

- 23.2 **Amendment of Rules, Name and Objects (Associations Incorporation Act 2015 Schedule 1, Item 14)**
- (a) Co-operatives WA may alter or rescind any of these rules, or make additional rules, by special resolution and by otherwise complying with Part 3 Division 2 of the Act and not otherwise.
 - (b) When a special resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - (i) one month after the Special Resolution is passed; or
 - (ii) a longer period as the Commissioner may allow.
 - (c) Subject to rule 23.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under rule 23.2(b).
 - (d) An amendment to the Rules that changes or has the effect of changing:
 - (i) the legal name of Co-operatives WA; or
 - (ii) the objects or purposes of Co-operatives WA,
 does not take effect until the required documents are lodged with the Commissioner under rule 23.2(b) and the approval of the Commissioner under section 31 of the Act, is given in writing.
24. **BY-LAWS OF CO-OPERATIVES WA**
- (a) The Members of Co-operatives WA may make, amend and repeal by-laws for the management of Co-operatives WA by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.
 - (b) Any by-laws made under rule 24(a) do not form part of the Rules.
 - (c) By-laws may make provision for:
 - (i) classes of Membership and the rights and obligations that apply to each class of Membership;
 - (ii) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - (iii) restrictions on the powers of the Council including the power to dispose of assets; and
 - (iv) any other matter the Members of Co-operatives WA consider necessary or appropriate.
25. **AUTHORITY REQUIRED TO BIND CO-OPERATIVES WA**
- 25.1 **Executing Documents**
- Co-operatives WA may execute a document without using a common seal if the document is signed by:
- (a) any two Council Members; or
 - (b) a Council Member and the Secretary; or
 - (c) one Council Member and a person authorised by the Council.
- 25.2 **Use of the Common Seal (Associations Incorporation Act 2015 Schedule 1, Item 15)**
- (a) If Co-operatives WA has a common seal on which its corporate name appears in legible characters:
 - (i) the Secretary or any other person as the Council from time to time decides must provide for its safe custody; and
 - (ii) it must only be used under resolution of the Council.
 - (b) Co-operatives WA executes a document with its common seal, if the fixing of the seal is witnessed by:
 - (i) any two Council Members; or
 - (ii) one Council Member and the Secretary; or
 - (iii) one Council Member and a person authorised by the Council.
 - (c) Every use of the common seal must be recorded in the Council's minute book.
26. **CO-OPERATIVES WA'S BOOKS AND RECORDS**
- 26.1 **Custody of the Books of Co-operatives WA (Associations Incorporation Act 2015 Schedule 1, Item 16)**
- (a) Except as otherwise decided by the Council from time to time, the Secretary must keep in their custody or under their control all of the Books of Co-operatives WA.
 - (b) The Books of Co-operatives WA must be retained for at least 7 years.
- 26.2 **Inspecting the Books of Co-operatives WA (Associations Incorporation Act 2015 Schedule 1, Item 17)**
- (a) Subject to these rules, and in particular rule 19.1(f), a Member is able to inspect the Books of Co-operatives WA free of charge at such time and place as is mutually convenient to Co-operatives WA and the Member.
 - (b) A Member must contact the Secretary to request to inspect the Books of Co-operatives WA.

- (c) The Member may copy details from the Books of Co-operatives WA but has no right to remove the Books of Co-operatives WA for that purpose.

26.3 Prohibition on Use of Information in the Books of Co-operatives WA

A Member must not use or disclose information in the Books of Co-operatives WA except for a purpose that:

- (a) is directly connected with the affairs of Co-operatives WA; or
- (b) is related to administering the Act.

26.4 Returning the Books of Co-operatives WA

Outgoing Council Members are responsible for transferring all relevant assets and any primary records under their control that constitute all or part of the Books of Co-operatives WA to the new Council within 14 days of ceasing to be a Council Member.

27. RESOLVING DISPUTES (Associations Incorporation Act 2015 Schedule 1, Item 18)

27.1 Disputes Arising under the Rules

- (a) This rule applies to:
 - (i) disputes between Members; and
 - (ii) disputes between Co-operatives WA and one or more Members, that arise under the Rules or relate to the Rules of Co-operatives WA.
- (b) In this rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- (e) The Secretary must convene a Council Meeting within 28 days after receiving notice of the dispute under rule 27.1(d) for the Council to determine the dispute.
- (f) At the Council Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (g) The Secretary must inform the parties to the dispute of the Council’s decision within 7 days after the Council Meeting referred to in rule 27.1(e).
- (h) If any party to the dispute is dissatisfied with the decision of the Council they may elect to initiate further dispute resolution procedures as set out in the Rules.

27.2 Mediation

- (a) This rule applies where:
 - (i) a person is dissatisfied with a decision made by the Council under rule 27.1; or
 - (ii) a dispute arises between a Member or more than one Member and Co-operatives WA and any party to the dispute elects not to have the matter determined by the Council.
- (b) Where the dispute relates to a proposal for the suspension or expulsion of a Member this rule does not apply until the procedure under rule 6.3 in respect of the proposed suspension or expulsion has been completed.
- (c) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 27.1(c), or a party to the dispute is dissatisfied with a decision made by the Council and communicated under rule 27.1(g) a party to a dispute may:
 - (i) provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - (ii) agree to, or request the appointment of, a mediator.
- (d) The party, or parties requesting the mediation must pay the costs of the mediation.
- (e) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement:
 - A. if the dispute is between a Member and another Member – a person appointed by the Council; or
 - B. if the dispute is between one or more Members and Co-operatives WA, the Council or a Council Member then an independent person who must be experienced in acting as a mediator for not-for-profit bodies, or employed by a not-for-profit organisation in a suitably qualified senior position.
- (f) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.

- (g) Parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (i) The mediator, in conducting the mediation, must:
 - (i) give the parties to the mediation process every opportunity to be heard;
 - (ii) allow all parties to consider any written statement submitted by any party; and
 - (iii) ensure that procedural fairness is accorded to the parties to the dispute throughout the mediation process.
- (j) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

27.3 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

28. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY **(Associations Incorporation Act 2015 Schedule 1, Item 19)**

- (a) Co-operatives WA may cease its activities and have its incorporation cancelled in accordance with the Act if the Members resolve by Special Resolution that Co-operatives WA will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- (b) Co-operatives WA must be wound up under rule 28(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings.
- (c) Upon cancellation of Co-operatives WA, the Surplus Property must only be distributed to one or more of the following:
 - (i) an incorporated association under the Act;
 - (ii) a body corporate that at the time of the distribution is the holder of a licence under the *Charitable Collections Act 1946 (WA)*;
 - (iii) a company limited by guarantee that is registered as mentioned in section 150 of the *Corporations Act 2001 (Cth)*;
 - (iv) a company holding a licence that continues in force under section 151 of the *Corporations Act 2001 (Cth)*;
 - (v) a body corporate that:
 - A. is a Member or former member of Co-operatives WA; and
 - B. at the time of the Surplus Property is distributed, has rules that prevent the property being distributed to its members;
 - (vi) a trustee for a body corporate referred to in rule 28(c)(v); or
 - (vii) a co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.