



Heritage Perth Inc. RULES OF ASSOCIATION

Name of Association

1 The name of the Association is Heritage Perth.

Definitions

2 In these rules, unless the contrary intention appears-

"annual general meeting" is the meeting convened under paragraph (b) of rule 16 (1);

"Board meeting" means a meeting referred to in rule 15;

"Board member" means person referred to in paragraph (a), (b) or (c) of rule 10 (1);

"convene" means to call together for a formal meeting;

"department" means the government department with responsibility for administering Heritage Perths *Incorporation Act (1987)*;

"financial year" means the period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

"general meeting" means a meeting to which all members are invited;

"Heritage Perth" means the Association referred to in rule 1;

"member" means member of Heritage Perth;

"ordinary resolution" means resolution other than a special resolution;

"poll" means voting conducted in written form (as opposed to a show of hands);

"special general meeting" means a general meeting other than the annual general meeting;

"special resolution" has the meaning given by section 24 of the Act, that is-

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

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of Heritage Perth or, if the rules do not make provision as to the manner in which a poll may be demanded, by at least 3 members of Heritage Perth present in person or, where proxies are allowed, by proxy.

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

"the Act" means the Associations Incorporation Act 1987;

"the Chairman" means-

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1);

"the Commissioner" means the Commissioner for Fair Trading exercising powers under the Act;

"the Board" means the Board of Management of Heritage Perth referred to in rule 10 (1);

"the Executive Director" means the Executive Director referred to in paragraph (c) of rule 10 (1);

Objects of Heritage Perth

3 (1) The objects of Heritage Perth is to actively support the conservation and interpretation of Perth's heritage and encourage a culture that values and celebrates it.

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

Powers of Heritage Perth

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

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

Qualifications for membership of Heritage Perth

5 (1) Subject to sub-rules 5(5) and 12(3), membership of Heritage Perth is open to any natural person approved by the Board.

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

- (a) apply for membership to the Board in writing-
 - (i) signed by that person and by both of the members referred to in paragraph (b); and

- (ii) in such form as the Board from time to time directs; and
- (b) be proposed by one member and seconded by another member.

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

(4) The decision of the Board to accept or reject an application for membership of Heritage Perth under sub-rule (3) is final and is not subject to any appeal.

(5) The City of Perth is deemed to be a member of Heritage Perth, and can only be removed as a member by the removal of this sub-rule (5) by a special resolution.

Register of members of Heritage Perth

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

(2) The register must be so kept and maintained at the office of Heritage Perth, or at such other place as the members at a general meeting decide.

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

Subscriptions of members of Heritage Perth

7 (1) The members may from time to time at a general meeting determine by ordinary resolution the amount of the subscription to be paid by each member. In the absence of any such determination, no subscription is payable.

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

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

(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within 3 months thereafter, or such other time as the Board allows.

Termination of membership of Heritage Perth

8 Membership of Heritage Perth may be terminated upon-

(a) receipt by the Executive Director or another Board member of a notice in writing from a member of his or her resignation from Heritage Perth.

Such person remains liable to pay to Heritage Perth the amount of any subscription due and payable by that person to Heritage Perth but unpaid at the date of termination; or

(b) non-payment by a member of his or her subscription within three months of the date fixed by the Board for subscriptions to be paid,

unless the Board decides otherwise in accordance with rule 7(3); or

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

Suspension or expulsion of members of Heritage Perth

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

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

not less than 30 days before the date of the Board meeting referred to in paragraph (a).

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

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

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

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

- (a) Heritage Perth in a general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, Heritage Perth in the general meeting; and
- (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed under this sub-rule.

(5) A member who has his or her membership suspended or ceases to be a member is not eligible to attend or vote at any general meeting (including but not limited to any annual general meeting).

Board of Management

10 (1) Subject to sub-rule (9), the affairs of Heritage Perth will be managed exclusively by a Board of Management consisting of:

- (a) a Chairman;
- (b) two persons nominated by the City of Perth from time to time;
- (c) a total of not less than 3 and not more than 10 other persons (including the persons referred to in paragraphs (1)(a) and (b)),

all of whom (except the persons referred to in paragraph (1)(b)) must be members of Heritage Perth.

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

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

- (a) if the Board (excluding the persons referred to in paragraph (1)(b)) consists of an even number of members, half of that number; or

(b) if the Board (excluding the persons referred to in paragraph (1)(b)) consists of an odd number of members, the number of members nearest to, and exceeding, half of that odd number, who will cease to be Board members, but will be eligible for re-election to membership of the Board.

(3) Subject to sub-rules (2A), (8) and (12), a Board member's term will be from his or her election at an annual general meeting until the election of Board members at the second annual general meeting after his or her election, but he or she is eligible for re-election to membership of the Board.

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

(a) the nominator; and

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

to the Executive Director not less than 7 days before the day on which the annual general meeting concerned is to be held.

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

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

(b) vote for himself or herself.

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

(a) the Executive Director must report accordingly to; and

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

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

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

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

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

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

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

at the next following annual general meeting.

(9) The Board may delegate, in writing, to one to more committees (consisting of such member or members of Heritage Perth and any other persons as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than-

(a) the power of delegation; and

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

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

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

(12) Despite anything to the contrary in these rules, a person referred to in paragraph (1)(b):

(a) may only be removed from office if:

(i) the City of Perth ceases to be a member of Heritage Perth;

(ii) the City of Perth notifies the Chairman of that person's removal; or

(iii) rule 13(a), (b), (c), (d) or (e) applies.

(b) unless that person has already been removed from office under paragraphs (a)(i), (ii) or (iii), does not need to be elected to hold office, and is not subject to paragraphs (2), (2A) or (3).

Chairman

11 (1) Subject to this rule, the Chairman must preside at all general meetings and Board meetings.

(2) In the event of the absence of the Chairman from a general meeting or Board meeting the members present may choose one of their number to preside over the meeting.-

(3) In the event of the absence from a Board meeting of the Chairman, a Board member elected by the other Board members present at the Board meeting must preside at the Board meeting.

(4) At the first Board meeting after each annual general meeting, the Board will appoint the Chairman by a simple majority of votes.

Executive Director

12 (1) The Board may appoint or remove the Executive Director by a simple majority of votes.

(2) The Executive Director must-

(a) co-ordinate the correspondence of Heritage Perth;

(b) keep full and correct minutes of the proceedings of the Board and of Heritage Perth;

(c) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, Heritage Perth and must issue receipts for those moneys in the name of Heritage Perth;

(d) pay all moneys referred to in paragraph (a) into such account or accounts of Heritage Perth as the Board may from time to time direct;

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

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

(g) comply on behalf of Heritage Perth with-

(i) sections 25 and 26 of the Act with respect to the accounting records of Heritage Perth by:

(A) keeping such accounting records as correctly record and explain the financial transactions and financial position of Heritage Perth;

(B) keeping its accounting records in such manner as will enable true and fair accounts of Heritage Perth to be prepared from time to time;

(C) keeping its accounting records in such manner as will enable true and fair accounts of Heritage Perth to be conveniently and properly audited; and

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

(ii) section 27 of the Act with respect to the register of members of Heritage Perth, as referred to in rule 6;

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

(iv) section 29 of the Act by maintaining a record of -

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

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of Heritage Perth,

and the Executive Director must, upon the request of a member of Heritage Perth, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

(j) perform such other duties as are imposed by these rules on the Executive Director.

(3) The Executive Director is not eligible to be a member of Heritage Perth.

Record-keeping

13 The Executive Director must:

(a) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of Heritage Perth, including those referred to in sub-rule 12(2) (g)(ii), (iii) and (iv); and

(b) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of Heritage Perth, including those referred to in sub-rule 12(2) (f) and (g)(i).

Casual vacancies in membership of Board

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

(a) dies;

(b) resigns by notice in writing delivered to the Chairman or, if the Board member is the Chairman, to the Executive Director (who must promptly notify all of the other Board Members);

(c) is convicted of an offence under the Act;

(d) is permanently incapacitated by mental or physical ill-health;

(e) is absent from more than-

(i) 3 consecutive Board meetings; or

(ii) 3 Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;

of which meetings the member received notice, and the Board has resolved to declare the office vacant;

(f) ceases to be a member of Heritage Perth; or

(g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Board member.

Proceedings of Board

15 (1) The Board must meet together for the dispatch of business not less than four times in each year and the Chairman, or at least half the members of the Board, may at any time convene a meeting of the Board.

(2) Each Board member has a deliberative vote.

(3) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.

(4) At a Board meeting four Board members constitute a quorum.

(5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.

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

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

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

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

Use of technology

15A (1) A Board meeting may be convened or held using any technology consented to by all Board members. The consent may be a standing one. A Board member may withdraw consent to the use of a particular technology within a reasonable time period before a Board meeting.

(2) If a number of Board members equal to the quorum is able to hear or to see and to hear each other Board members contemporaneously using any technology consented to by all Board members, there is a meeting and that meeting is quorate. The rules relating to Board meetings apply to each such meeting to the extent appropriate.

(3) A Board member participating at a meeting using technology consented to by all Board members is treated as being present in person at the meeting.

(4) A Board meeting held under rule 15A is to be taken to be held at the place determined by the chair of the meeting.

(5) A Board member may not leave a meeting held under rule 15A unless the chair consents to that Board member leaving.

(6) A Board member is presumed conclusively to have been present and to have formed part of a quorum at all times during a meeting held under rule 15A, unless the chair consents to that Board member leaving in which case that Board member will be treated as having been present until he or she leaves.

Written Board resolutions

15B (1) The Board may pass a resolution without a Board meeting being held if all the Board members entitled to vote on the resolution either:

- (a) sign a document containing a statement that they are in favour of the resolution set out in the document. For this purpose, signatures can be contained in more than one document, with each document to be identical to each other document; or
- (b) send an email to each other Board member containing a statement that they are in favour of the resolution set out in the email.

General meetings

16 (1) The Board-

- (a) may at any time convene a special general meeting;
 - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first annual general meeting which may be held at any time within 18 months after incorporation; and
 - (c) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than five members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Executive Director receiving a notice under rule 9 (4), convene a general meeting to deal with the appeal to which that notice relates.
- (2) The members making a request referred to in sub-rule (1) (c) (i) must:
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to:
- (a) in sub-rule (1) (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in sub-rule (1) (c) (ii), the member who gave the notice concerned may him or herself convene a special general meeting as if he or she were the Board.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) Heritage Perth must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Executive Director must give to all members not less than 14 days notice of a special general meeting and that notice must specify:
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Executive Director must give to all members not less than 21 days notice of an annual general meeting and that notice must specify:
- (a) when and where the annual general meeting is to be held;

- (b) the particulars and order in which business is to be transacted, as follows:
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board members to replace outgoing Board members; and
 - (iii) third, any other business requiring consideration by Heritage Perth at the general meeting.

(7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Executive Director must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- (8) The Executive Director must give a notice under sub-rule (5), (6) or (7) by:
- (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.

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

Quorum and proceedings at general meetings

17 (1) At a general meeting five members present in person constitute a quorum.

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

- (a) as a result of a request or notice referred to in rule 16 (1) (c) or as a result of action taken under rule 16 (3) a quorum is not present, the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

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

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

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

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

(7) At a general meeting:

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
- (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

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

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

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

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

Minutes of meetings of Heritage Perth

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

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

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

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

Voting rights of members of Heritage Perth

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

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

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

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

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

Proxies of members of Heritage Perth

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

Rules of Heritage Perth

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

- (a) Subject to sub-rule (1) (d) and (1) (e), Heritage Perth may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by Heritage Perth), Heritage Perth must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the rules of Heritage Perth as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of Heritage Perth does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of Heritage Perth having effect to change the name of Heritage Perth does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of Heritage Perth having effect to alter the objects or purposes of Heritage Perth does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

(2) These rules bind every member and Heritage Perth to the same extent as if every member and Heritage Perth had signed and sealed these rules and agreed to be bound by all their provisions.

Common seal of Heritage Perth

22 (1) Heritage Perth may have a common seal on which its corporate name appears in legible characters.

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

(3) The affixing of the common seal of Heritage Perth must be witnessed by the Chairman and either another Board member or the Executive Director.

(4) The common seal of Heritage Perth must be kept in the custody of the Executive Director or of such other person as the Board from time to time decides.

Inspection of records, etc. of Heritage Perth

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

Disputes and mediation

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

- (a) a member and another member; or
- (b) a member and Heritage Perth; or
- (c) if Heritage Perth provides services to non-members, those non-members who receive services from Heritage Perth, and Heritage Perth.

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

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

- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Board of Heritage Perth;
 - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and Heritage Perth, a person selected by the Lord Mayor of the City of Perth or the Lord Mayor's nominee..
- (5) A member of Heritage Perth can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (8) The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard;
 - (b) allow due consideration by all parties of any written statement submitted by any party;
and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

Distribution of surplus property on winding up of Heritage Perth

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

Notices

- 26** (1) Any notice, statement or other communication under these rules must be in writing.
- (2) In addition to any other way allowed by the law, a notice or other communication may be given by being:
- (a) personally delivered;
 - (b) left at the person's current address as recorded in the register of members or register of officeholders (as the case may be);
 - (c) sent to the person's address as recorded in the register of members or register of officeholders (as the case may be) by pre-paid ordinary mail or, if the address is outside Australia, by pre-paid airmail;
 - (d) sent by fax to the person's current fax number for notices;

(e) sent by email to the person's current email address for notices.

(3) A communication is given if posted:

(a) within Australia to an Australian address, three Business Days after posting;

(b) outside Australia to an address outside Australia, ten Business Days after posting.

(4) A communication is given if sent by fax, when the sender's fax machine produces a report that the fax was sent in full to the addressee. That report is conclusive evidence that the addressee received the fax in full at the time indicated on that report.

(5) A communication is given if sent by email, when the information system from which the email was sent indicates that the email has been sent, unless the sender receives a delivery failure notification, indicating that the email has not been delivered to the information system of the recipient.

(6) If a communication is given:

(a) after 5:00 pm in the place of receipt; or

(b) on a day which is a Saturday, Sunday or bank or public holiday in the place of receipt,

it is taken as having been given at 9:00 am on the next day which is not a Saturday, Sunday or bank or public holiday in that place.