



THE REAL ESTATE EMPLOYERS' FEDERATION OF W.A. (INC)

RULES

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RULES OF ASSOCIATION

1. Name of Association

The name of the Association is The Real Estate Employers' Federation of W.A. INC (hereafter called the Federation), an incorporated association under the *Associations Incorporation Act 2015* (WA).

2. Definitions and Interpretations

2.1 Definitions

In these Rules, unless the contrary intention appears:

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

"Annual General Meeting" is the meeting convened under sub-rule 20.1;

"Applicant" means a person who has made an application pursuant to rule 5.2;

"Books of the Federation" includes:

- (a) all registers;
- (b) Financial Records, financial statements or financial reports, however compiled, stored or recorded;
- (c) a document; and
- (d) any other record of information.

"Chairperson" means:

- (a) in relation to the proceedings at an Executive Committee Meeting or General Meeting, the person presiding at the Executive Committee Meeting or General Meeting in accordance with sub-rule 16.1; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of sub-rule

16.2 or, if that person is unable to perform his or her functions, the person referred to in paragraph (b) or sub-rule 16.3;

“Commissioner” means the person for the time being designated as the Commissioner under section 153 of the Act;;

“Executive Committee” means the Executive Committee of Management referred to in rule 12;

“Executive Committee Meeting” means a meeting of the Executive Committee of the Federation referred to in rule 19.1;

“Executive Committee Member” means the persons referred to in paragraph (a), (b), or (c) of sub-rule 12.1;

“Executive Officer” means the person appointed under rule 17 to perform the duties of the Executive Officer of the Federation;

“Financial Records” means all financial records of the Federation 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:
- (d) the methods by which financial statements are prepared; and
- (e) adjustments to be made in preparing financial statements;

“Financial Report” means financial statements, reports and other information required to be produced by law;

“Financial Statements” means financial statements prepared by the Federation and includes financial statements which are required to be prepared by the Act;

“Financial Year” means the period commencing 1 July and ending on 30 June in the following year;

“General Meeting” means a meeting to which all Members are invited and which may be convened pursuant to rule 20;

“In writing” and “written” includes printing, typing, lithography or other visible form of representing or reproducing words;

“Member” means member of the Federation;

“Ordinary Resolution” means resolution other than a Special Resolution;

“Poll” means voting conducted in written form (as opposed to a show of hands);

“President” means the President from time to time of the Federation elected under sub-rule 12.2;

“Representative” means the representative of a Member authorised as such under sub-rule 21.1;

“Rules” mean these Rules or other Rules of the Federation for the time being in force;

“Special General Meeting” means a General Meeting other than the Annual General Meeting;

“Special Resolution” means a resolution passed by the Members at a General Meeting in accordance with section 51 of the Act;

“Vice President” means the Vice President from time to time of the Federation elected under sub-rule 12.3.

2.2 Interpretations

(a) Legislation

A reference to any act of Parliament includes a reference to any regulation made under that act and any amendment to or re-enactment of that act or that regulation for the time being in force.

(b) Headings

Headings in these Rules are for convenience and identification of Rules only and do not otherwise affect their interpretation.

(c) Reference to a person and a body corporate

Where applicable:

- (i) a reference to a body corporate includes a natural person;
- (ii) a reference to a person includes a body corporate; and

Persons and words importing persons must if the context so requires include as well as individual natural persons, firms, partnerships and companies.

3. Objects

The objects of the Federation are:

- 3.1 To act as an organisation of employers for persons, firms, partnerships and corporations engaged substantially in the business, occupation or profession of:
 - (a) buying, selling, managing or leasing of real estate and businesses as real estate or business agents; and/or
 - (b) real estate valuation; and/or
 - (c) developing land for commercial, industrial or domestic use; and/or
 - (d) project building whether commercial, industrial or domestic; or
 - (e) any other business associated directly or indirectly with any of the aforementioned undertakings.
- 3.2 The professions, occupations and businesses mentioned in sub-rule 3.1 are referred to as the 'Real Estate Industry' in the Rules.
- 3.3 To promote, protect, preserve and represent by any lawful means the industrial interest of the Federation and its Members.
- 3.4 To provide advice, guidance and assistance to any Member who, in an industrial matter or dispute, merits such assistance in the consideration of the Federation.

- 3.5 To secure to the Members of the Federation all the advantages of unity of action.
- 3.6 To promote and develop high standards in the industrial education and training of employers in the real estate industry.
- 3.7 To subscribe to, become a Member of and co-operate with any other association or organisation, whether incorporated or not, whose objects are altogether or in part similar to those of the Federation provided that the Federation must not subscribe to or support with its funds an association or organisation which does not prohibit the distribution of its income and property amongst its Members to an extent at least as great as that imposed on the Federation under sub-rule 3.8.
- 3.8 The property and income of the Federation must be applied solely towards the promotion of the objects of the Federation 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.
- 3.9 To represent the interests of Members as they apply to employment based issues and general real estate matters.

4. Powers of Federation

The powers conferred on the Federation are the same as those conferred by section 14 of the Act, so that subject to the Act, the Federation may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- 4.1 acquire, hold, deal with, and dispose of any real or personal property;
- 4.2 open and operate bank accounts;
- 4.3 invest its money:
 - (a) as trust funds may be invested under the Trustees Act 1962 (WA) Part III; or
 - (b) in any other manner authorised by the rules of the Federation;
- 4.4 borrow money upon such terms and conditions as the Federation thinks fit;

- 4.5 give such security for the discharge of liabilities incurred by the Federation as the Federation thinks fit;
- 4.6 appoint agents to transact any business of the Federation on its behalf;
- 4.7 enter into any other contract it considers necessary or desirable;
- 4.8 act as trustee and accept and hold real and personal property upon trust, but does not have power to do any thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of the Federation;
- 4.9 appoint, employ, remove or suspend an Executive Officer and other persons as may be necessary or convenient for the purposes of the Federation;
- 4.10 print and publish any periodicals, brochures or leaflets that the Federation may think desirable for the promotion of its objects;
- 4.11 amalgamate with any companies, institutions, or associations having objects altogether or in part similar to those of the Federation and which prohibit any distribution of its or their income among its or their Members to an extent at least as great as that imposed on the Federation under or by virtue of sub-rule 3.8 of these Rules;
- 4.12 establish and obtain funds for the Federation either by subscription, donation or any other means; and
- 4.13 do all such other lawful things as are incidental or conducive to the attainment of the objects and exercise of the powers of the Federation.

5 Qualifications for membership of Association

- 5.1 Membership of the Federation is open to any person, firm, partnership, company or corporation that is at the time of application an employer or self-employed and engaged substantially in the business, occupation or profession of:
 - (a) buying, selling, managing or leasing of real estate and businesses as real estate or business agents; and/or
 - (b) real estate valuation; and/or

- (c) developing land for commercial, industrial or domestic use; and/or
 - (d) project building whether commercial, industrial or domestic; and/or
 - (e) any other business associated directly or indirectly with any of the aforementioned undertakings.
- 5.2 A person, partnership, firm, company or corporation who wishes to become a Member must apply for membership to the Executive Officer in writing in such form as the Executive Committee from time to time directs.
- 5.3 The Executive Committee must consider each application made under sub-rule 5.2 at the next Executive Committee Meeting and must at the Executive Committee Meeting or the next following Executive Committee Meeting accept or reject that application.
- 5.4 An Applicant whose application for membership of the Federation is rejected under sub-rule 5.3 must, if he or she wishes to appeal against that decision, give notice to the Federation of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- 5.5 When notice is given under sub-rule 5.4, the Federation in a Special General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Executive Committee to reject the application, after having afforded the Applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Federation in the General Meeting.
- 5.6 A person who lodges with the Executive Officer an application to be admitted as a Member of the Federation and who at the same time lodges an annual subscription may at the discretion of the Executive Officer be provided with some or all of the services of the Federation pending the Executive Committee's consideration of the application.

6 Commencement of membership

Upon acceptance of an application under rule 5.3, the Executive Committee must provide the Applicant with a notice in writing of that acceptance within 7 days of the Executive Committee Meeting at which that acceptance was made, and the

Applicant's membership with the Federation commences on the date of such a notice.

7 Register of Members of the Federation

7.1 Register of Members

- (a) The Executive Officer must maintain a register of Members of the Federation 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 person became a Member.
- (c) Any change in membership of the Federation must be recorded in the register within 28 days after the change occurs.
- (d) The register must be so kept and maintained at the Federation's place of business.

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 the Federation and the Member.
- (b) A Member must contact the Executive Officer 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 to the Executive Committee for a copy of the register.

- (b) The Executive Committee 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 the Federation.
- (c) The Federation may charge a reasonable fee to the Member for providing a copy of the register, with the amount to be determined by the Executive Committee from time to time.
- (d) If the Executive Committee denies a Member's request for a copy of the register, a Member may appeal the decision under the procedures set out in rules 31-33.

7.4 When Using the Information in the Register is Prohibited

- (a) A Member must not use or disclose the information on the register:
- (b) 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);
- (c) to contact, send material to the Federation or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (d) for any other purpose unless the use of the information is approved by the Executive Committee and for a purpose that is:
 - (i) directly connected with the affairs of the Federation; or
 - (ii) related to administering the Act.

8 Subscriptions of Members of Federation

- 8.1 The Executive Committee may from time to time determine the amount of the subscription to be paid by each Member.
- 8.2 Each Member must pay to the Federation, annually on or before 1 July or such other date as the Executive Committee from time to time determines, the amount of the subscription determined under sub-rule 8.1.

8.3 Subject to sub-rule 8.4, a Member whose subscription is not paid within 3 months after the relevant date fixed by or under sub-rule 8.2 ceases on the expiry of that period to be a Member, unless the Executive Committee decides otherwise.

8.4 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 8.2 or within 3 months of the payment, or such other time as the Executive Committee allows.

9 Termination of membership of the Federation

9.1 Membership of the Federation may be terminated upon:

- (a) receipt by the Federation of a notice in writing from a Member of his or her resignation from the Federation. Such person remains liable to pay to the Federation the amount of any subscription due and payable by that person to the Federation 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 Executive Committee for subscriptions to be paid, unless the Executive Committee decides otherwise in accordance with sub-rule 8.3; or
- (c) expulsion of a Member in accordance with rule 10.

10 Suspension or expulsion of members of Federation

10.1 The Executive Committee may, by resolution at an Executive Committee Meeting, suspend or expel a Member from membership if:

- (a) the Member refuses or neglects to comply with these Rules; or
- (b) the Member's conduct or behaviour is detrimental to the interests of the Federation

10.2 The Executive Committee must hold an Executive Committee Meeting to decide whether to suspend or expel a Member.

10.3 The Executive Officer 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 Executive Committee Meeting at which the question of that suspension or expulsion will be decided;
- (b) particulars of that conduct;
- (c) that the Member, or the Member's representative, may attend the Executive Committee Meeting; and
- (d) that the Member, or the Member's representative, may address the Executive Committee at the Executive Committee Meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both,

not less than 30 days before the date of the Executive Committee Meeting referred to in sub-rule 10.3(a).

- 10.4 At the Executive Committee Meeting referred to in a notice communicated under sub-rule 10.3(a) the Executive Committee may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Executive Committee, suspend or expel or decline to suspend or expel that Member from membership of the Federation and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- 10.5 Subject to sub-rule 10.7, 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 the Member under sub-rule 10.4.
- 10.6 If a Member is suspended or expelled under rule 10, the person may appeal the Executive Committee's decision by giving written notice to the Executive Officer within 14 days of receiving notice of the Executive Committee's decision under sub-rule 10.4 requesting the appointment of a mediator under rule 32 and the initiating of the procedures set out in rules 31 – 33.
- 10.7 If the Executive Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Executive Committee or Members in General Meeting during the period that the

Member was suspended or expelled from Membership under rule 10 is deemed to be valid, notwithstanding the Member's inability to exercise his or her rights or privileges of Membership, including voting rights, during that period.

11 Cessation of Membership

11.1 A person's membership ends, if the person:

- (a) dies;
- (b) resigns as a Member under sub-rule 9.1(a);
- (c) has their membership otherwise terminated under rule 9; or
- (d) is expelled from the Federation under rule 10.

12 Executive Committee of Management

12.1 The affairs of the Federation will be managed exclusively by an Executive Committee consisting of:

- (a) a President;
- (b) a Vice-President; and
- (c) 7 other Executive Committee Members,

all of whom must be Members of the Federation, a director of a Member (if the Member is a company) or a partner of a Member (if the Member is a partnership or firm).

12.2 The position of President must be appointed from the Executive Committee Member's at an election conducted by the Executive Committee in the manner it sees fit at the first Executive Committee Meeting after the Annual General Meeting at which the previous President's term expired.

12.3 The position of Vice President must be appointed from the Executive Committee Members at an election conducted by the Executive Committee in the manner it sees fit at the first Executive Committee Meeting after the Annual General Meeting at which the previous Vice President's term expired.

12.4 Executive Committee Members must be elected to membership of the Executive Committee at an Annual General Meeting as prescribed in rule 15 or appointed under sub-rule 12.7.

12.5 All Executive Committee Members must:

- (a) not, within the meaning of section 13D of the Interpretation Act 1984, be bankrupt or persons whose affairs are under insolvency laws;
- (b) be of sound mind and not persons whose estates are liable to be dealt with in any way under the law relating to guardianship; and
- (c) not be ineligible to be an Executive Committee Member due to the provisions of Part 4 of the Act, including, but not limited to, any person who:
 - (i) is a person who has been convicted, within or outside the State, of:
 - A. an indictable offence in relation to the promotion formation or management of a body corporate; or
 - B. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than 3 months; or
 - C. an offence under Division 3 or Section 127 of the Act; and
 - (ii) who has not sought the leave of the Commissioner to accept an appointment or act as a Member of a management committee of an incorporated association.

12.6 Subject to sub-rule 12.7, an Executive Committee Member's term will be for a period of three years commencing on the date of the meeting at which the Executive Committee Member is elected, but he or she is eligible for re-election to membership of the Executive Committee.

12.7 If a vacancy remains on the Executive Committee after the application of rule 15, or when a casual vacancy within the meaning of rule 18 occurs in the membership of the Executive Committee, the Executive Committee may appoint a Member to fill that vacancy and a Member appointed under this sub-rule will:

- (a) hold office until the election referred to in sub-rule 12.4; and
- (b) be eligible for election to membership of the Executive Committee, at the next following Annual General Meeting.

12.8 In addition to the standard Executive Committee Member nominations received, the Executive Officer must accept nominations to the Executive Committee of any candidate who holds the following positions in a Real Estate business:

- (a) General Manager;
- (b) Human Resources Manager;
- (c) Branch Manager;
- (d) Office Manager; and

whose written application is supported by the employer Member who is a Member of REEFWA. All nominations must be agreed by the Executive Committee.

13 Remuneration of Executive Committee Members

13.1 The Federation may pay from its funds an Executive Committee Member's travel and accommodation expenses properly incurred:

- (a) in attending Executive Committee Meetings;
- (b) in attending any General Meetings of the Federation;
- (c) in connection with the Federation's business; and
- (d) the Federation may also pay to Executive Committee Members from the funds of the Association, such other remuneration for their

services as authorised by resolution of the Members of the Federation at a General Meeting.

- 13.2 An Executive Committee Member must not accept any other payments or remuneration in whatever form or kind for performing any other work for the Federation other than as permitted by this Rule.

14 Roles and Responsibilities of Executive Committee

14.1 Obligations of the Executive Committee

The Executive Committee must take all reasonable steps to ensure the Federation complies with its obligations under the Act and these Rules.

14.2 Responsibilities of Executive Committee Members:

- (a) An Executive Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) An Executive Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Federation and for a proper purpose.
- (c) An Executive Committee Member or former Executive Committee Member must not improperly use information obtained because he or she is an Executive Committee Member to:
 - (i) gain an advantage for himself or herself or another person;
or
 - (ii) cause detriment to the Federation.
- (d) An Executive Committee Member or former Executive Committee Member must not improperly use his or her position to:
 - (i) gain an advantage for himself or herself or another person;
or
 - (ii) cause detriment to the Federation.

- (e) An Executive Committee Member having any material personal interest in a matter being considered at an Executive Committee Meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Executive Committee;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Federation; and
 - (iii) must not be present while the matter is being considered at the Executive Committee Meeting or vote on the matter.
- (f) Rule 14.2(e) does not apply in respect of a material personal interest that:
 - (i) exists only because the Executive Committee Member belongs to a class of persons for whose benefit the Federation is established; or
 - (ii) that the Executive Committee Member has in common with all, or a substantial proportion of, the Members of the Federation.
- (g) The Executive Officer must record every disclosure made by an Executive Committee Member under rule 14.2(e) in the minutes of the Executive Committee Meeting at which the disclosure is made.
- (h) No Executive Committee Member will make any public statement or comment or cause to be published any words or article concerning the conduct of the Federation unless the person is authorised by the Executive Committee to do so and such authority is recorded in the minutes of the Executive Committee Meeting.

15 Executive Committee Elections

For the purpose of this Rule 15 “Nominated Person” means a single director of a Member nominated to represent the Member (if the Member is a company) and a single partner of a Member nominated to represent the Member (if the Member is a partnership or firm).

- 15.1 The Executive Committee Members stipulated in Rule 12.1 are to be elected at the Annual General Meeting held in each year and any Member or Nominated Person may stand for election to an Executive Committee position no matter how many previous occasions the person has been an Executive Committee Member.
- 15.2 All Executive Committee Members are to be elected at the Annual General Meeting in accordance with the following provisions:
- (a) Nominations for Executive Committee membership are to be sent in writing to the Executive Officer at least seven days before the date fixed for the Annual General Meeting, such nominations to be signed by a proposer, seconder and the nominee.
 - (b) Where the number of candidates nominated for the election is more than the number of vacancies the election will be conducted by secret ballot.
 - (c) Each Member or Nominated Person present at the Annual General Meeting who wishes to vote can vote for as many candidates as there are vacancies to be filled by striking out the name or names of the candidates over and above the number required for whom the Member or Nominated Person does not wish to vote and if the Member or Nominated Person fails to vote in the manner stipulated the Member or Nominated Person's vote will be informal and rejected by the returning officer.
 - (d) For the purpose of conducting the ballot in all elections the Board will appoint a returning officer who may from time to time make such provisions as the returning officer thinks fit and necessary for taking such ballots as are not already provided for in these Rules or any subsequent by-laws.
 - (e) If the number of candidates nominated for election to membership of the Executive Committee is equal to or less than the number of vacancies no ballot will be necessary and the Chairperson will declare all candidates who have been nominated elected.

- (f) If vacancies remain on the Executive Committee after the procedure in subrule 15.2(a)-(e) is complete, then additional nominations for the vacant Executive Committee position(s) may be accepted from the floor of the Annual General Meeting in favour of any eligible Member or Nominated Person present in person. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of the Executive Committee. Where the number of nominations from the floor exceeds the number of remaining vacancies on the Committee, elections for those positions must be conducted.
- (g) If a vacancy remains on the Executive Committee after the application of sub-rule 15.2(f), or when a casual vacancy within the meaning of rule 18 occurs in the membership of the Executive Committee, the Executive Committee may appoint a Member or Nominated Person to fill that vacancy and a Member or Nominated Person appointed under this sub-rule will:
 - (i) hold office until the election referred to in sub-rule 15.1; and
 - (ii) be eligible for election to membership of the Executive Committee at the next following Annual General Meeting.

16 President and Vice-President

16.1 Subject to this rule, the President must preside at all General Meetings and Executive Committee Meetings.

16.2 In the event of the absence from a General Meeting of:

- (a) the President, the Vice-President; or
- (b) both the President and the Vice-President, a Member elected by the other Members present at the General Meeting,

must preside at the General Meeting.

16.3 In the event of the absence from an Executive Committee Meeting of:

- (a) the President, the Vice-President; or
 - (b) both the President and the Vice-President; then
 - (c) an Executive Committee Member elected by the other Executive Committee Members present at the Executive Committee Meeting,
- must preside at the Executive Committee Meeting.

17 Executive Officer

17.1 The Executive Officer must be appointed by the Executive Committee on such remuneration and terms and conditions as the Executive Committee thinks fit as per sub-rule 4.9 and must carry out all lawful orders and directions of the Executive Committee.

17.2 The Executive Officer must:

- (a) comply on behalf of the Federation with:
 - (i) section 66 and section 67 of the Act with respect to the financial records of the Federation by:
 - A. keeping such financial records as correctly record and explain the financial transactions, financial position and performance of the Federation;
 - B. keeping its financial records in such manner as will enable true and fair accounts of the Federation to be prepared from time to time; and
 - C. retaining its financial records for at least 7 years after the transactions covered by the records are complete;
 - (ii) section 53 of the Act in respect of the register of Members of the Federation;
 - (iii) section 35 of the Act in respect of the Rules of the Federation; and
 - (iv) section 58 of the Act in respect of the record of the office holders, and any trustees, of the Federation.

- (b) except as otherwise decided by the Executive Committee from time to time, keep in his or her custody or under his or her control all of the Books of the Federation including, but not limited to, the Financial Records;
- (c) Ensure that an audit is undertaken of the Financial Statements and Financial Report of the Federation at least once per year or as directed by the Commissioner;
- (d) Retain the Books of the Federation for at least 7 years; and
- (e) perform such other duties as are imposed by these Rules.

18 Casual vacancies in membership of Executive Committee

18.1 A casual vacancy occurs in the office of an Executive Committee Member and that office becomes vacant if the Executive Committee Member-

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Executive Committee Member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Executive Committee;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than-
 - (i) 4 Executive Committee Meetings in the same financial year, and the Executive Committee has resolved to declare the office vacant;
- (f) Is within the meaning of section 13D of the *Interpretation Act 1984*, a bankrupt or a person whose affairs are under insolvency laws;
- (g) Becomes otherwise ineligible to be an Executive Committee Member due to a failure to comply with the criteria stipulated in sub-rule 12.5;
- (h) ceases to be a Member of the Association; or

- (i) is the subject of a resolution passed by a General Meeting of Members terminating his or her appointment as an Executive Committee Member.

19 Proceedings of Executive Committee

- 19.1 The Executive Committee must meet together for the dispatch of business not less than six times in each year and the Chairperson, or at least half of the Executive Committee Members, may at any time convene an Executive Committee Meeting.
- 19.2 Each Executive Committee Member has a deliberative vote.
- 19.3 A question arising at an Executive Committee Meeting must be decided by a majority of votes, but, if there no majority, the person presiding at the Executive Committee Meeting will have a casting vote in addition to his or her deliberative vote.
- 19.4 At an Executive Committee Meeting 5 Executive Committee Members constitute a quorum.
- 19.5 As required under section 42 of the Act, an Executive Committee Member having any personal interest in a matter must, as soon as the Executive Committee Member becomes aware of the interest:
 - (a) disclose the nature and extent of the interest to the Executive Committee; and
 - (b) disclose the nature and extent of the interest at the next General Meeting of the Federation.
- 19.6 The secretariat must cause every disclosure made under sub-rule 19.5 by an Executive Committee Member to be recorded in the minutes of the Executive Committee Meeting at which it is made.

20 General Meetings

- 20.1 Annual General Meetings
 - (a) Subject to sub-rule 20.1(b), the Federation must convene an Annual General Meeting each calendar year:

- (ii) within 6 months after the end of the Federation's Financial Year; or
 - (iii) within a longer period as the Commissioner may allow.
- (b) If the Federation requires approval from the Commissioner to hold its Annual General Meeting within a longer period under sub-rule 20.1(a), the Executive Officer must apply to the Commissioner no later than four months after the end of the Federation's Financial Year.

20.2 Notice of Annual General Meeting

- (a) The notice convening an Annual General Meeting must specify that it is the Annual General Meeting of the Federation and otherwise must comply with sub-rule 20.8.

20.3 Business to be Conducted at Annual General Meeting

- (a) Subject to sub-rule 20.1 the Annual General Meeting of the Federation is to be convened on a date, time and place as the Executive Committee decides.
- (b) At each Annual General Meeting of the Federation, the Federation:
 - (i) must confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
 - (ii) must put to the meeting any resolutions required to approve payments to Executive Committee Members pursuant to rule 13;
 - (iii) must receive (and if required by law approve) the Financial Statements of the Federation for the preceding Financial Year;
 - (iv) must appoint an Auditor in accordance with the Act, provided that the Auditor is not a Member or the spouse, parent or child of Executive Committee Member;

- (v) must present a copy of the Auditor's report to the Federation;
- (vi) transact any other business which it may be lawful for the Members to consider;
- (vii) must conduct elections as necessary for Executive Committee positions as per rule 15.

20.4 Special General Meetings

- (a) The Executive Officer must, within 30 days of receiving a request in writing to do so from not less than 20% of the total number of Members, convene a Special General Meeting for the purpose specified in that request.
- (b) The Executive Officer must, after receiving a notice under sub-rule 5.4, convene a Special General Meeting, no later than the next Annual General Meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Federation at that next Annual General Meeting in relation to the Executive Committee's rejection of his or her application and the Federation at that meeting must confirm or set aside the decision of the Executive Committee.

20.5 The Members making a request referred to in sub-rule 20.4(a) must:

- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
- (b) sign that request.

20.6 If a Special General Meeting is not convened within the relevant period of 30 days referred to in sub-rule 20.4(a), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Executive Committee.

20.7 When a Special General Meeting is convened under sub-rule 20.4 or 20.6 the Federation must pay the reasonable expenses of convening and holding the Special General Meeting.

- 20.8 Subject to sub-rule 20.6 and 20.9, the secretariat 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 Special General Meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the Special General Meeting concerned and of the order in which that business is to be transacted.
- 20.9 A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting however the secretariat 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 20.8, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- 20.10 The secretariat must give a notice under sub-rule 20.8 by sending it by post or email to a Member at the address of the Member appearing in the Register of Members kept and maintained under rule 7. The notice will be deemed to be properly effected if the notice is:
- (a) sufficiently addressed and posted to the Member concerned by ordinary prepaid mail; or
 - (b) sufficiently addressed and sent to the Member concerned by email.

21 Quorum and proceedings at General Meetings

- 21.1 At a General Meeting 10 Members present in person constitute a quorum. For the purpose of this rule 'Member' includes a person attending (or by proxy) as a representative of a company (but must be a director) or firm (but must be a partner) which is a Member.
- 21.2 The instrument appointing a proxy must be in writing under the hand of the Member, or if the Member is a corporation on compliance with the Corporations Act 2001 (Cth).

- 21.3 The instrument appointing a proxy must be deposited at the office of the Federation and addressed to the Executive Officer not less than twenty-four hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument intends to vote.
- 21.4 An instrument appointing a proxy may be in the following form or any other form which the Executive Committee approves.

PROXY APPOINTMENT
THE REAL ESTATE EMPLOYERS' FEDERATION
OF W.A. INC

"I _____ *of* _____ *in the State of Western Australia being a representative of a Member of The Real Estate Employers' Federation of W.A. INC hereby appoint*

_____ of _____ as my proxy to vote for me and on my behalf at the Annual General Meeting (or Special General Meeting as the case may be) of the Federation to be held on the _____ day of _____ and at any subsequent adjournment.

Signed this _____ day of _____

- 21.5 If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under sub rule 20.2 or 20.8:
- (a) as a result of a request referred to in sub-rule 20.4(a) or as a result of action taken under sub-rule 20.6 a quorum is not present, the General Meeting lapses; or
 - (b) otherwise than as a result of a request 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 or other such place as the Executive Committee may determine.
- 21.6 If within 30 minutes of the time appointed by sub-rule 21.5 (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.

- 21.7 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that general meeting from time to time and from place to place.
- 21.8 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.
- 21.9 When a General Meeting is adjourned for a period of 30 days or more, the secretariat must give notice under rule 20 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 21.10 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 21.12; and
 - (b) A Special Resolution put to the vote will be decided in accordance with section 51 of the Act, which requires:
 - (i) a resolution is a Special Resolution if it is passed –
 - A. at a General Meeting; and
 - B. by the votes of not less than three-fourths of the Members who cast a vote at the meeting.
 - (ii) A person is taken to cast a vote at a General Meeting as mentioned in subsection (1) if the person has a right to vote on the resolution and –
 - A. votes in person at the meeting; or
 - B. votes on the resolution by proxy.
 - (iii) Before the General Meeting, written notice of –
 - A. the proposed Special Resolution; and
 - B. the time and place of the General Meeting at which it is proposed to move the resolution,

must be given to each Member of the association.

- (iv) The notice must set out the wording of the proposed Special Resolution.
- (v) If notice is not given in accordance with subsections (3) and (4) the Special Resolution has no effect.

21.11 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule 21.12.

21.12 At a General Meeting, a poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.

21.13 If a poll is demanded and taken under sub-rule 21.12 in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.

21.14 A poll demanded under sub-rule 21.12 must be taken immediately on that demand being made.

22 Minutes of meetings of the Federation

22.1 The secretariat must cause minutes of all proceedings of all General Meetings and Executive Committee Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Executive Committee Meeting in a minute book kept for that purpose.

22.2 The Chairperson must ensure that the minutes taken of a General Meeting or Executive Committee Meeting under sub-rule 22.1 are checked and signed as correct by the Chairperson of the General Meeting or Executive Committee Meeting to which those minutes relate or by the Chairperson of the next succeeding General Meeting or Executive Committee Meeting, as the case requires.

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

23 Voting rights of Members of the Federation

23.1 Subject to these Rules, each Member, or their duly authorised representative, present in person or by proxy at a General Meeting is entitled to a deliberative vote.

23.2 A person authorised under sub-rule 23.1 to represent a Member is deemed for all purposes to be a Member until the conclusion of that General Meeting.

24 Life Membership

24.1 A Member, a director of a Member (if the Member is a company) or a partner of a Member (if the Member is a partnership or firm), in the light of long, continuous and outstanding meritorious service, may be nominated for Life Membership.

24.2 A nomination under rule 24.1 may be made by any Member and must:

- (a) be provided to the Executive Officer;
- (b) be in writing; and
- (c) be accompanied by supporting documentation and any further information required by the Executive Officer.

24.3 The Executive Committee must give consideration to all nominations for Life Membership. If the Member, director of a Member (if the Member is a company) or partner of a Member (if the Member is a partnership or firm) nominated is considered deserving of Life Membership by the Executive Committee, then the Executive Committee should:

- (a) raise the nomination as a matter to be resolved by ordinary resolution at the next General Meeting.

24.4 A Life Member is entitled to the same membership rights as an ordinary Member, save that a Life Member is not liable to pay any membership subscription for their continuing membership.

25 Application and Alterations of Rules of the Federation

25.1 The Federation may alter or rescind these Rules, or make rules additional to these Rules, in accordance with the procedure set out in sections 30 of the Act, which is as follows-

- (a) Subject to sub-rule 25.1(d) and 25.1(e), the Federation may alter its Rules by Special Resolution but not otherwise;
- (b) Within one month of the passing of a Special Resolution altering its Rules, or such further time as the Commissioner may in a particular case allow (on written application by the Federation), the Federation must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by an Executive Committee Member certifying that the resolution was duly passed as a Special Resolution and that the Rules of the Federation as so altered conform to the requirements of this Act;
- (c) An alteration of the Rules of the Federation does not take effect until sub-rule 25.1(b) is complied with;
- (d) An alteration of the Rules of the Federation having effect to change the name of the Federation does not take effect until sub-rules 25.1(a) to 25.1(c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the Rules of the Federation having effect to alter the objects or purposes of the association does not take effect until sub-rules 25.1(a) to 25.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

25.2 These Rules bind every Member and the Federation to the same extent as if every Member and the Federation had signed and sealed these Rules and agreed to be bound by all their provisions.

26 Common seal of the Federation

26.1 The Federation must have a common seal on which its corporate name appears in legible characters.

26.2 The common seal of the Federation must not be used without the express authority of the Executive Committee and every use of that common seal must be recorded in the minute book referred to in rule 20.

26.3 The affixing of the common seal of the Federation must be witnessed by any two Executive Committee Members including the President;

26.4 The common seal of the Federation must be kept in the custody of the secretariat or of such other person as the Executive Committee from time to time decides.

27 Record of Office Holders:

27.1 In this rule "Address" means:

- (a) a residential or business address; or
- (b) a post office box address; or
- (c) an email address.

27.2 The Federation must maintain a record of:

- (a) the names and addresses of the persons who:
 - (i) are Executive Committee Members; or
 - (ii) hold other offices of the Federation provided for by these Rules; and
- (b) the name and address of any person who is authorised to use the common seal of the Federation; and

- (c) the name and address of any person who is appointed or acts as trustee on behalf of the Federation.
- 27.3 The Federation must, upon the request of a Member, make available the record for the inspection of the Member.
- 27.4 A Member may make a copy of or take an extract from the record but does not have a right to remove the record for that purpose.
- 27.5 The Federation may charge a reasonable fee to the Member for producing a copy of the records, with the amount to be determined by the Executive Committee from time to time.
- 27.6 A Member must not use or disclose information in the record maintained under this rule except for a purpose:
- (a) that is directly connected with the affairs of the Federation; or
 - (b) that is related to the administration of this Act.

28 Inspection of Records of the Federation

- 28.1 The Federation must keep and maintain in up-to-date condition a copy of these Rules.
- 28.2 At a request of a Member, the Federation must make the copy of these Rules available for inspection by the Member.
- 28.3 Without limiting rules 28.2, the Federation must:
- (a) at the request of a Member, give to the Member a copy of the Rules, or of any particular part of those Rules to which the request relates, as in force at the time of the request; and
 - (b) give to each person who becomes a Member a copy of the Rules as in force when the membership commences.
- 28.4 Except as specifically provided for in these Rules or, alternatively, as specifically resolved by the Federation, a Member is not able to inspect the Books of the Federation.

- 28.5 If a Member is entitled to inspect any of the Books of the Federation, the Member must contact the Executive Officer to request to inspect the particular Books of the Federation concerned.
- 28.6 The Member may copy details from any of the Books of the Federation to which he or she is entitled to inspect including, but not limited to, these Rules, but has no right to remove any of the Books of the Federation for that purpose.
- 28.7 A Member must not use or disclose information in the Books of the Federation except for a purpose that:
- (a) is directly connected with the affairs of the Federation; or
 - (b) is related to administering the Act.
- 28.8 Outgoing Executive Committee Members are responsible for transferring all relevant assets and Books of the Federation to the new Executive Committee Members within 14 days of ceasing to be an Executive Committee Member.
- 28.9 The Federation must, free of any charge:
- (a) at the request of any Member, give to the Member a copy of the Rules, or of any particular part of those Rules to which the request relates, as in force at the time of the request; and
 - (b) give to each person who becomes a Member a copy of the Rules as in force when the membership commences.

29 Distribution of surplus property on winding up of the Federation

- 29.1 If upon the winding up or dissolution of the Federation 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.
- 29.2 On the cancellation of the incorporation or the winding up of the Federation, its surplus property can only be distributed in accordance with section 24 of the Act to one or more of the following:
- (a) an incorporated association;

- (b) a company limited by guarantee that is registered as mentioned in the Corporations Act section 150.
- (c) a company that holding a licence that continues in force under the Corporations Act section 151;
- (d) a body corporate that at the time of the distribution is the holder of a licence under the Charitable Collections Act 1946;
- (e) a body corporate that:
 - (i) is a Member or former Member of the incorporated association; and
 - (ii) at the time of distribution of surplus property, has rules that prevent the distribution of property to its Members;
- (f) a trustee for a body corporate referred to in sub-paragraph (e);
- (g) A co-operative registered under the *Co-operatives Act 2009* that, at the time of the distribution of surplus property, is a non-distributing co-operative as defined in the *Co-operatives Act 2009*.

30 Indemnity

30.1 To the extent permitted at law and subject to the provision below, the Members of the Executive Committee and other officers and employees of the Federation acting in relation to the affairs of the Federation is indemnified out of the funds of the Federation from and against all actions, costs, charges, losses, damages and expenses which they may incur or sustain by or by reason of any act or omission in relation to the proper execution of their duties or for any other loss, misfortune or damage which may happen in the proper execution of or in relation to their respective offices. Provided that this indemnity does not extend to any liability occasioned by any act of dishonesty or breach of trust or breach of statutory duty of which any such Executive Committee Members and other officers or employee of the Federation may be guilty in relation to the property or affairs of the Federation.

31 Disputes arising under the Rules

31.1 This rule applies to:

- (a) Disputes between Members; and
- (b) Disputes between the Federation and one or more Members

that arise under the Rules or relate to the Rules of the Federation.

31.2 In this Rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.

31.3 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.

31.4 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 Executive Officer of the parties to, and details of, the dispute.

31.5 The Executive Officer must convene an Executive Committee Meeting within 28 days after the Executive Officer receives notice of the dispute under sub-rule 31.4 for the Executive Committee to determine the dispute.

31.6 At the Executive Committee 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.

31.7 The Executive Officer must inform the parties to the dispute of the Executive Committee’s decision within 7 days after the Executive Committee Meeting referred to in sub-rule 31.6.

31.8 If any party to the dispute is dissatisfied with the decision of the Executive Committee they may elect to initiate further dispute resolution procedures as set out in rules 32 and 33.

32 Mediation

32.1 This rule applies:

- (a) where a person is dissatisfied with a decision made by the Executive Committee under rule 31; or

- (b) where a dispute arises between a Member or more than one Member and the Federation and any party to the dispute elects not to have the matter determined by the Executive Committee.

32.2 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by sub-rule 31.3, or a party to the dispute is dissatisfied with a decision made by the Board under rule 31.7 a party to a dispute may:

- (a) Provide written notice to the Executive Officer of the parties to, and the details of, the dispute;
- (b) Agree to, or request the appointment of, a mediator.

32.3 The party, or parties requesting the mediation must pay the costs of the mediation.

32.4 The mediator must be:

- (a) a person chosen by agreement between the parties.; or
- (a) in the absence of agreement:
 - (i) if the dispute is between a Member and another member, then a person appointed by the Executive Committee; or
 - (ii) if the dispute is between a Member (or more than one member) and the Federation, the Executive Committee or an Executive Committee Member, then an independent person appointed by the Resolution Institute or, if that entity no longer exists, an entity which, as resolved by the Board, closely carries out the functions previously conducted by that entity.

32.5 A Member cannot be a mediator.

32.6 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

32.7 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.

32.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow all parties to consider 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.

32.9 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.

33 Inability to Resolve Disputes

33.1 If a dispute cannot be resolved under the procedures set out in these 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.

SCHEDULE

TRANSITIONAL PROVISIONS

- A. These articles do not come into force and effect until the occurrence of all of the following events:
- (i) the amendments of these Rules are passed by a Special Resolution at a General Meeting; and
 - (ii) the compliance with the lodgement and other requirements of section 30 of the *Associations Incorporation Act 2015* (WA) is met.
- B. Notwithstanding the date upon which these Rules come into force and effect, the provisions relating to the procedures for the election of Executive Committee Members as provided for in rule 15 do not come into force and effect until _____2017 and, at that time, the implementation of those Rules occur with the following modifications:
- (i) the first election of Executive Committee Members will take place in 2017 and be for three Executive Committee positions. The three persons who are required to stand for election in 2017 will be the three longest serving Executive Committee Members;
 - (ii) in 2018 the next three longest serving Executive Committee Members will stand for election;
 - (iii) the final three longest serving Executive Committee Members will stand for election in 2019;
 - (iv) following 2019, elections will be held as required as a consequence of the expiry of terms of office as provided for in rule 15.
- C. Until the Special General Meeting to be held on the provisions of the Rules, concerning the election and procedures of Executive Committee Members, has been held and passed then the Rules, as they existed prior to the adopting of the Rules set out in this document, continue to apply. To the extent that the provisions of the previous Rules conflict with any of the provisions of the Rules contained in the document, those previous Rules take priority until a Special General Meeting is held and subrule A above is satisfied. .