

**RULES OF ASSOCIATION OF MENTAL ILLNESS
FELLOWSHIP OF WESTERN AUSTRALIA
INCORPORATED**

Adopted by Special Resolution of Members on 26th August 2020

1. NAME OF ASSOCIATION

The name of the association to which these Rules apply is Mental Illness Fellowship of Western Australia Incorporated.

2. PRELIMINARY

2.1 Terms used

In these Rules, unless the contrary intention appears:

Act means the *Associations Incorporation Act 2015* (WA);

Annual General Meeting means an annual General Meeting of MIFWA convened under rule 9.1;

Associate Member means a Member with the rights referred to in rule 5.5(g);

Board means the board of management of MIFWA constituted in accordance with rule 7;

Board Meeting means a meeting of the Board;

Board Member (in relation to rule 7.11) has the meaning given in rule 7.11(d), and (in relation to all other references in these Rules) means a member of the Board appointed from time to time in accordance with rule 7.6;

Board Resignation Notice has the meaning given in rule 7.12(a);

Books, of MIFWA, means the following:

- (a) a register;
- (b) Financial Records, Financial Statements or Financial Reports, however compiled, recorded or stored;
- (c) a document; and
- (d) any other record of information;

By-laws means the by-laws made by MIFWA under rule 11.1;

Carer means a person who is affected by or who cares for a person who has had or is experiencing mental health issues;

Chairperson means the Board Member holding office as the chairperson of MIFWA from time to time in accordance with rule 7.8;

Chief Executive Officer means the person appointed by the Board to that position from time to time in accordance with rule 8;

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

Consumer means a person who has had or is experiencing mental health issues;

Deputy Chairperson means the Board Member holding office as deputy chairperson of MIFWA;

Due Date has the meaning given to it in rule 5.11(d);

Family Member means a Member with the rights referred to in rule 5.7;

Financial Records includes:

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

Financial Report, of a Tier 2 Association or a Tier 3 Association (as applicable), has the meaning given in section 63 of the Act;

Financial Statements means the financial statements in relation to MIFWA required under Part 5 Division 3 of the Act;

Financial Year, of MIFWA, has the meaning given in rule 2.3;

General Meeting, of MIFWA, means a meeting of MIFWA of which all Members are entitled to receive notice of and attend;

Grievance Procedure has the meaning given in rule 6.4;

Life Member means a Member with the rights referred to in rule 5.6;

Member means a person (including a body corporate) who is a Voting Member or an Associate Member of MIFWA;

Member Resignation Notice has the meaning given to it in rule 5.9(a);

MIFWA means the incorporated association to which these Rules apply;

Office Holder means an office holder of MIFWA occupying an office referred to in rule 7.2(d) and appointed from time to time in accordance with rule 7.8;

Ordinary Board Member means a Board Member who is not an Office Holder;

Ordinary Member means a Member with the rights referred to in rule 5.5(e) who is not a Family Member or a Life Member;

Ordinary Resolution means a resolution passed at any General Meeting by the affirmative vote of one or more Members present (in person or by representative, attorney or proxy) having (in aggregate) a simple majority of the total votes of all Members present and entitled to vote at that General Meeting;

Owed Amount has the meaning given to it in rule 5.9(c);

Recorded has the meaning given to it in rule 11.3(a);

Register means the register of members referred to in section 53 of the Act;

Relevant Party has the meaning given in rule 6.4;

Rules means these rules of MIFWA, as in force for the time being;

Secretary means the Board Member holding office as the secretary of MIFWA or another person appointed by the Board for such purpose;

Special General Meeting means a General Meeting of MIFWA convened under rule 9.2;

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

Subcommittee means a subcommittee appointed by the Board under rule 7.24(a)(i);

Super Majority Resolution means a resolution passed at any General Meeting by the affirmative vote of one or more Members present (in person or by representative, attorney or proxy) having (in aggregate) at least two thirds of the total votes of all Members present and entitled to vote at that General Meeting;

Surplus Property has the meaning given in rule 11.8(a);

Tier 1 Association means an incorporated association to which section 64(1) of the Act applies;

Tier 2 Association means an incorporated association to which section 64(2) of the Act applies;

Tier 3 Association means an incorporated association to which section 64(3) of the Act applies;

Treasurer means the Board Member holding office as the Treasurer of MIFWA or another person appointed by the Board for such purpose; and

Voting Member has the meaning given in rule 5.5(a)(i).

2.2 Interpretation

In these Rules:

- (a) singular words include the plural and vice versa;
- (b) a word of any gender includes the corresponding words of any other gender;
- (c) references to persons or entities include natural persons, bodies corporate, partnerships, trusts and unincorporated associations of persons;
- (d) references to individuals or natural persons include their estate and personal representatives;
- (e) a reference to writing includes any method of reproducing words in a visible form;
- (f) if a word is defined, other grammatical forms of that word have a corresponding meaning;
- (g) a reference, whether express or implied, to any legislation includes:
 - (i) that legislation as amended, extended or applied by or under any other legislation made before or after the date of adoption of these Rules;

- (ii) any legislation which that legislation re-enacts with or without modification; and
 - (iii) any subordinate legislation made before or after the date of adoption of these Rules under that legislation; and
- (h) the headings do not affect interpretation.

2.3 Financial year

The financial year of MIFWA is the period of 12 months commencing on 1 July (**Financial Year**).

3. MIFWA TO BE NOT-FOR-PROFIT BODY

3.1 Not-for-profit body

- (a) The property and income of MIFWA must be applied solely towards the promotion of the objects or purposes of MIFWA and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made to a Member out of the funds of MIFWA only if it is authorised under subrule (c) below.
- (c) A payment to a Member out of the funds of MIFWA is authorised if it is:
 - (i) a payment in good faith to the Member as reasonable remuneration for any services provided to MIFWA, or for goods supplied to MIFWA, in the ordinary course of business;
 - (ii) the payment of interest, on money borrowed by MIFWA from the Member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia;
 - (iii) the payment of reasonable rent to the Member for premises leased by the Member to MIFWA; or
 - (iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of MIFWA, provided that the Member submits evidence of such payment to MIFWA before the refund is paid.

4. OBJECTS AND POWERS OF MIFWA

- (a) The objects of MIFWA are to:
 - (i) develop, manage and maintain support services for persons with mental health issues, their Carers, families and friends;
 - (ii) involve Consumers and their families in the day-to-day activities of MIFWA;
 - (iii) promote the autonomy, capacity, optimism and identity of Consumers and their families through education and support services and by these means develop better environments and greater opportunities for personal empowerment and improving wellbeing;
 - (iv) advocate for meaningful mental health research;
 - (v) promote community awareness of mental health issues and a greater understanding of the needs of people with such issues;

- (vi) advocate for high quality services from the government for all Consumers;
 - (vii) work co-operatively and collaboratively with other non-government organisations providing service for the benefit of Consumers and Carers;
 - (viii) adopt additional objects from time to time which are of benefit to people with mental health issues and their families and Carers; and
 - (ix) undertake any activity incidental to any of these objects.
- (b) MIFWA shall have all of the powers of an incorporated association under the Act.

5. MEMBERS

Division 1 — Membership

5.1 Eligibility for membership

- (a) Subject to subrule (c) below, any person who supports the objects or purposes of MIFWA is eligible to apply to become a Member.
- (b) An individual who has not reached the age of 18 years is not eligible to apply for a class of membership that confers full voting rights.
- (c) A person is not eligible to apply to become a Member if that person is employed by, or engaged as a contractor of MIFWA.

5.2 Applying for membership

- (a) A person who wants to become a Member must apply in writing to MIFWA.
- (b) The application must be signed by the applicant and the Member nominating the applicant.
- (c) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

5.3 Dealing with membership applications

- (a) The Board must consider each application for membership of MIFWA and decide in its absolute discretion whether to accept or reject the application.
- (b) Subject to subrule (c) below, the Board must consider applications in the order in which they are received by MIFWA.
- (c) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (d) The Board must not accept an application unless, and may reject an application even if, the applicant:
 - (i) is eligible under rule 5.1; and
 - (ii) has applied under rule 5.2.

- (e) The Board must notify the applicant of the Board's decision to accept or reject the application as soon as reasonably practicable after making the decision.
- (f) If the Board rejects the application, the Board is not required to give the applicant its reasons for doing so.

5.4 Becoming a Member

- (a) An applicant for membership of MIFWA becomes:
 - (i) a Member (other than a Life Member) when:
 - (A) the Board accepts the application; and
 - (B) the applicant pays any membership fees payable to MIFWA under rule 5.11; or
 - (ii) a Life Member when a motion is carried at a Board Meeting in accordance with rule 5.6(b).
- (b) Under section 36(1)(b) of the Act, MIFWA must give each person who becomes a Member a copy of the Rules in force at the time their membership commences, including via electronic transmission or by providing the details for the website where the rules may be downloaded. MIFWA must provide a hard copy if the Member requests such a copy.

5.5 Classes of membership

- (a) The membership of MIFWA consists of:
 - (i) Ordinary Members, Life Members and Family Members (together, the **Voting Members**); and
 - (ii) any Associate Members provided for under subrule (b) below.
- (b) MIFWA may create any class of Associate Members approved by a Super Majority Resolution at a General Meeting.
- (c) An individual who has not reached the age of 18 years is only eligible to be an Associate Member, and, except as permitted in rule 5.7, an individual must be 18 years of age or over to be eligible as a Voting Member.
- (d) A person can only be a Voting Member or belong to one class of Associate Members.
- (e) A Voting Member (except, to the extent permitted by the Act, a Family Member who is under 18 years of age) has full voting rights and any other rights conferred on Members by these Rules or approved by resolution at a General Meeting or (to the extent permitted by the Act and these Rules), otherwise as determined by the Board.
- (f) Subject to rule 9.9(a)(i)(A), an Ordinary Member has all the rights conferred on a Voting Member in accordance with rule 5.5(e) above.
- (g) An Associate Member has the rights referred to in rule 5.5(e) above other than (to the extent permitted by the Act) any voting rights.
- (h) A Life Member has the rights referred to in rule 5.6.
- (i) A Family Member has the rights referred to in rule 5.7.

- (j) The number of Members of any class is not limited unless otherwise approved by Super Majority Resolution at a General Meeting.

5.6 Life Members

- (a) Any Member (the **Recommending Member**) may recommend a person, including any person who is not currently a Member, to become a Life Member by notice in writing to the Board, which may include reasons outlining why that person should be appointed as a Life Member.
- (b) A person may be appointed a Life Member if a motion in favour of the appointment is carried at a Board Meeting in accordance with rule 7.22(b) and, for the avoidance of doubt, rules 5.2 and 5.3 shall not apply for such membership.
- (c) In determining whether a person should be appointed as a Life Member, the Board may (without limitation) consider the following criteria:
 - (i) length of active contribution to MIFWA and its mission;
 - (ii) length and types of Office Holder positions held (if any); and
 - (iii) involvement in MIFWA.
- (d) Members shall be notified of the appointment of any Life Member at the next General Meeting immediately following the appointment. If a motion under rule 5.6(b) is not carried, the Board will notify the Recommending Member of the outcome but the Board is not obliged to give any reasons as to why such a motion is not carried.
- (e) Subject to rules 5.6(f) and 9.9(a)(i)(A), a Life Member has all the rights conferred on a Voting Member in accordance with rule 5.5(e).
- (f) A Life Member is not required to pay the membership fees set out in rule 5.11.

5.7 Family Members

- (a) A family of two or more adults and any number of children under 18 years of age may apply for each member of that immediate family to be a Family Member.
- (b) Subject to rules 5.7(c), 9.9(a)(i)(B) and 9.9(b), a Family Member has all the rights conferred on a Voting Member in accordance with rule 5.5(e) except that, to the extent permitted by the Act, any Family Member who has not reached the age of 18 years is not eligible to cast any votes as a Family Member.
- (c) A Family Member shall pay a membership fee determined by the Board for such class of membership under rule 5.11(a).
- (d) A Family Member who is over the age of 18 years may be elected or appointed to the Board.

5.8 When membership ceases

- (a) A person ceases to be a Member when any of the following takes place:
 - (i) for a Member who is an individual, the individual dies;
 - (ii) for a Member who is a body corporate, the body corporate is wound up;

- (iii) the person resigns from MIFWA under rule 5.9;
 - (iv) the person is expelled from MIFWA under rule 6.2; or
 - (v) the person ceases to be a Member under rule 5.11(e).
- (b) The Secretary must keep a record, for at least one year after a person ceases to be a Member, of:
- (i) the date on which the person ceased to be a Member; and
 - (ii) the reason why the person ceased to be a Member.

5.9 Resignation

- (a) A Member may resign from membership of MIFWA by giving written notice of the resignation to the Secretary (**Member Resignation Notice**).
- (b) The resignation takes effect on the later of:
- (i) when the Secretary receives the Member Resignation Notice; or
 - (ii) the time stated in the Member Resignation Notice.
- (c) A person who has resigned from membership of MIFWA remains liable for any fees that are owed to MIFWA (**Owed Amount**) at the time of resignation.
- (d) The Owed Amount may be recovered by MIFWA in a court of competent jurisdiction as a debt due to MIFWA.

5.10 Rights not transferable

The rights of a Member are not transferable and end when his or her membership of MIFWA ceases.

Division 2 — Membership fees

5.11 Membership fees

- (a) Subject to rule 5.11(c) below, the Board must determine the annual membership fee (if any) and any other contributions to be paid for membership of MIFWA.
- (b) The fees determined under rule 5.11(a) above may be different for different classes of membership.
- (c) Life Members shall not pay any membership fees.
- (d) Subject to rule 5.11(g), a Member must pay the annual membership fee which is applicable to their class of membership to the Treasurer on or before 1 July of each year or on the date of payment determined by the Board (**Due Date**).
- (e) If a Member has not paid the annual membership fee within the period of three months after the Due Date, the Member ceases to be a Member on the expiry of that period unless the Board decides otherwise by notice in writing to the Member.
- (f) If a person who has ceased to be a Member under subrule (e) above offers to pay the annual membership fee after the period referred to in that subrule has expired:

- (i) the Board may, at its discretion, accept that payment; and
 - (ii) if the payment is accepted, the person's membership is reinstated from the date on which the payment is accepted.
- (g) The Board may (in its discretion) reduce or waive the membership fees payable by any Member or by any class of Members where the circumstances are such that the Board (in its absolute discretion) thinks a reduction or waiver is warranted.
- (h) A Member who ceases to be a Member shall not be entitled to any refund of any membership fees.

Division 3 — Register

5.12 Register

- (a) The Secretary is responsible for the requirements imposed on MIFWA under section 53 of the Act to maintain the Register and record in that register any change in the membership of MIFWA.
- (b) Under section 53(1)(b) of the Act, any change to the Register must be recorded within 28 days after the change occurs.
- (c) In addition to the matters referred to in section 53(2) of the Act, the Register must include the class of membership (if applicable) to which each Member belongs and the date on which each Member becomes a Member.
- (d) The Register must be kept at the premises of MIFWA or at another place determined by the Board.
- (e) A Member who wishes to inspect the Register must contact the Secretary to make the necessary arrangements.
- (f) If:
- (i) a Member inspecting the Register wishes to make a copy of, or take an extract from, the Register under section 54(2) of the Act; or
 - (ii) a Member makes a written request under section 56(1) of the Act to be provided with a copy of the Register,

the Board may require the Member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the stated purpose is connected with the affairs of MIFWA and that the Member is not making the request or taking a copy for any other purpose.

- (g) A Member is entitled to inspect the Register free of charge, however, the Board may determine a reasonable charge for providing a copy of the Register. Under section 54(2) of the Act, the Member has no right to remove the Register for the purpose of making a copy or the taking of an extract.
- (h) A Member must not use or disclose the information contained or referred to in the Register:
- (i) 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);
 - (ii) to contact or send material to MIFWA or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or

- (iii) for any other purpose, unless the use or disclosure of the information is approved by the Board and the proposed purpose is:
 - (A) directly related to the affairs of MIFWA;
 - (B) related to administering or complying with a requirement of the Act; and
 - (C) otherwise in compliance with all applicable laws and regulations.

6. PART 4 — DISCIPLINARY ACTION, DISPUTES AND MEDIATION

Division 1 — Term used

6.1 Term used: Member

In this Part only, **Member**, in relation to a Member who is expelled from MIFWA, includes a former Member.

Division 2 — Disciplinary action

6.2 Suspension or expulsion

- (a) The Board may decide to suspend a Member's membership or to expel a Member from MIFWA if:
 - (i) the Member contravenes any of these Rules; or
 - (ii) the Member acts detrimentally to the interests of MIFWA.
- (b) The Secretary must give the Member written notice of the proposed suspension or expulsion at least 28 days before the Board Meeting at which the proposal is to be considered by the Board.
- (c) The notice given to the Member must state:
 - (i) when and where the Board Meeting is to be held;
 - (ii) the grounds on which the proposed suspension or expulsion is based; and
 - (iii) that the Member, or the Member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board regarding the proposed suspension or expulsion.
- (d) At the Board Meeting, the Board must:
 - (i) give the Member, or the Member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board regarding the proposed suspension or expulsion;
 - (ii) give due consideration to any submissions so made; and
 - (iii) decide whether or not to:
 - (A) suspend the Member's membership and the relevant period of suspension; or
 - (B) expel the Member from MIFWA.

- (e) If the Member, or Member's representative, fails to attend the Board Meeting convened in accordance with subrule (d) above, the Board shall take evidence and decide the case as if all parties had been present.
- (f) A decision of the Board to suspend the Member's membership or to expel the Member from MIFWA takes immediate effect.
- (g) The Board must give the Member written notice of the Board's decision, and the reasons for the decision, within 14 days after the Board Meeting at which the decision is made.
- (h) A Member whose membership is suspended or who is expelled from MIFWA may, within 14 days after receiving notice of the Board's decision under subrule (g) above, give written notice to the Secretary requesting the appointment of a mediator under rule 6.10.
- (i) If notice is given under subrule (h) above, the Member who gives the notice and the Board are the parties to the mediation.

6.3 Consequences of suspension

- (a) During the period a Member's membership is suspended, the Member:
 - (i) loses any rights (including voting rights) arising as a result of membership; and
 - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to MIFWA.
- (b) When a Member's membership is suspended, the Secretary must record in the Register:
 - (i) that the Member's membership is suspended;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Secretary must record in the Register that the Member's membership is no longer suspended.

Division 3 — Resolving disputes

6.4 Terms used

In this Division:

Grievance Procedure means the procedures set out in this Division; and

Relevant Parties includes a person:

- (a) who is a party to the dispute; and
- (b) who ceases to be a Member within six months before the dispute has come to the attention of each party to the dispute.

6.5 Application of Division

The Grievance Procedure applies to disputes:

- (a) between Members; or
- (b) between one or more Members and MIFWA.

6.6 Parties to attempt to resolve dispute

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

6.7 How Grievance Procedure is started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 6.6, any party to the dispute may start the Grievance Procedure by giving written notice to the Secretary of:
 - (i) the parties to the dispute; and
 - (ii) the matters that are the subject of the dispute.
- (b) Within 28 days after the Secretary is given the notice, a Board Meeting must be convened to consider and determine the dispute.
- (c) The Secretary must give each party to the dispute written notice of the Board Meeting at which the dispute is to be considered and determined at least seven days before the meeting is held.
- (d) The notice given to each party to the dispute must state:
 - (i) when and where the Board Meeting is to be held; and
 - (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (e) If:
 - (i) the dispute is between one or more Members and MIFWA; and
 - (ii) any party to the dispute gives written notice to the Secretary stating that the party:
 - (A) does not agree to the dispute being determined by the Board; and
 - (B) requests the appointment of a mediator under rule 6.10 below,

the Board must not determine the dispute.

6.8 Determination of dispute by Board

- (a) At the Board Meeting at which a dispute is to be considered and determined, the Board must:
 - (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute;
 - (ii) give due consideration to any submissions so made; and
 - (iii) determine the dispute.

- (b) The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within seven days after the Board Meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (a)(iii) above, give written notice to the Secretary requesting the appointment of a mediator under rule 6.10.
- (d) If notice is given under subrule (c) above, each party to the dispute is a party to the mediation.

Division 4 — Mediation

6.9 Application of Division

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

- (i) by a Member under rule 6.2(h); or
- (ii) by a Relevant Party under rule 6.7(e)(ii)(B) or 6.8(c).

6.10 Appointment of mediator

- (a) The mediator must be a person chosen:
 - (i) if the appointment of a mediator was requested by a Member under rule 6.2(h) — by agreement between the Member and the Board; or
 - (ii) if the appointment of a mediator was requested by a Relevant Party under rule 6.7(e)(ii)(B) or 6.8(c) — by agreement between the parties to the dispute.
- (b) If there is no agreement for the purposes of subrule (a)(i) or (ii) above, then, subject to subrule (c) below, the Board must appoint the mediator.
- (c) The person appointed as mediator by the Board:
 - (i) must be a person with experience in acting as a mediator for a not-for-profit body; and
 - (ii) may be a Member or former Member but must not:
 - (A) have a personal interest in the matter that is the subject of the mediation; or
 - (B) be biased in favour of or against any party to the mediation.

6.11 Mediation process

- (a) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- (b) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least five days before the mediation takes place.
- (c) In conducting the mediation, the mediator must:
 - (i) give each party to the mediation every opportunity to be heard;

- (ii) allow each party to the mediation to give due consideration to any written statement given by another party; and
 - (iii) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- (d) The mediator cannot determine the matter that is the subject of the mediation.
 - (e) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
 - (f) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

6.12 Application to the State Administrative Tribunal

Pursuant to section 182(1) of the Act, MIFWA or a Member involved in the dispute may apply to the State Administrative Tribunal to have a dispute determined if the dispute has not been resolved under the procedure provided for in this rule 6.

6.13 If mediation results in decision to suspend or expel being revoked

If:

- (a) mediation takes place because a Member whose membership is suspended or who is expelled from MIFWA gives notice under rule 6.2(h); and
- (b) as the result of the mediation, the decision to suspend the Member's membership or expel the Member is revoked,

that revocation does not affect the validity of any decision made at a Board Meeting or General Meeting during the period of suspension or expulsion.

7. BOARD

Division 1 — Powers of Board

7.1 Board

- (a) The Board Members are the persons who, as the Board, have the power to manage the affairs of MIFWA.
- (b) Subject to the Act, these Rules, the By-laws (if any) and any resolution passed at a General Meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of MIFWA.
- (c) The Board must take all reasonable steps to ensure that MIFWA complies with the Act, these Rules and the By-laws (if any).

Division 2 — Composition of Board and duties of Board Members

7.2 Board Members

- (a) The Board Members shall consist of at least six and no more than nine Board Members, which must include:

- (i) the Office Holders; and
 - (ii) at least one Ordinary Board Member,
- but must exclude the Chief Executive Officer.
- (b) MIFWA in a General Meeting may, by Ordinary Resolution, alter the number of Board Members, provided that the minimum number is not reduced below six.
 - (c) The Board must comprise of at least two Board Members with a lived experience of mental illness or who are directly related to a person with a lived experience of mental illness, as parent, grandparent, step-parent, appointed guardian or any other category of relation agreed to by the Board at its discretion.
 - (d) The following may be Office Holders of MIFWA:
 - (i) the Chairperson;
 - (ii) the Deputy Chairperson;
 - (iii) the Secretary;
 - (iv) the Treasurer; and
 - (v) any other person appointed as an Office Holder by the Board from time to time.
 - (e) A person may only be a Board Member if the person is over the age of 18 years and:
 - (i) has been a Voting Member for at least 3 months; or
 - (ii) is a Voting Member who is invited to fill a position on the Board in accordance with rule 7.14(a).
 - (f) A person must not hold two or more of the offices mentioned in subrule (d) above at the same time.

7.3 Chairperson

- (a) It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each Board Meeting and General Meeting.
- (b) The Chairperson has the powers and duties relating to convening and presiding at Board Meetings and presiding at General Meetings provided for in these Rules.

7.4 Secretary

The Secretary has the following duties:

- (a) dealing with MIFWA's correspondence;
- (b) consulting with the Chairperson regarding the business to be conducted at each Board Meeting and General Meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;

- (d) unless another Member is authorised by the Board to do so, maintaining on behalf of MIFWA the Register, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of MIFWA an up-to-date copy of these Rules, as required under section 35(1) of the Act;
- (f) unless another Member is authorised by the Board to do so, maintaining on behalf of MIFWA a record of Board Members and other persons authorised to act on behalf of MIFWA, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the Books, other than the Financial Records, Financial Statements and Financial Reports, as applicable to MIFWA;
- (h) maintaining full and accurate minutes of Board Meetings and General Meetings; and
- (i) carrying out any other duty given to the Secretary under these Rules or by the Board.

7.5 Treasurer

The Treasurer has the following duties:

- (a) ensuring that any amounts payable to MIFWA are collected and issuing receipts for those amounts in MIFWA's name;
- (b) ensuring that any amounts paid to MIFWA are credited to the appropriate account of MIFWA, as directed by the Board;
- (c) ensuring that any payments to be made by MIFWA that have been authorised by the Board or at a General Meeting are made on time;
- (d) ensuring that MIFWA complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of Financial Records, Financial Statements and Financial Reports, as applicable to MIFWA;
- (f) if MIFWA is a Tier 1 Association, coordinating the preparation of Financial Statements before their submission to the Annual General Meeting;
- (g) if MIFWA is a Tier 2 Association or Tier 3 Association, coordinating the preparation of the Financial Report before its submission to the Annual General Meeting;
- (h) providing any assistance required by an auditor or reviewer conducting an audit or review of Financial Statements or Financial Report under Part 5 Division 5 of the Act; and
- (i) carrying out any other duty given to the Treasurer under these Rules or by the Board.

Division 3 — Election of Board Members and tenure of office

7.6 How Members become Board Members

A Member becomes a Board Member if the Member meets the eligibility criteria in rule 7.2(e) and:

- (a) is elected to the Board at an Annual General Meeting or at any other General Meeting in accordance with rule 7.12(c)(ii); or

(b) is appointed to the Board by the Board to fill a casual vacancy under rule 7.14.

7.7 Nomination of Board Members

- (a) At least 42 days before an Annual General Meeting, the Secretary must send written notice to all the Members:
- (i) calling for nominations for election to the Board; and
 - (ii) stating the date by which nominations must be received by the Secretary to comply with subrule (b) below.
- (b) A Member who wishes to be considered for election to the Board at the Annual General Meeting must nominate for election by sending written notice of the nomination to the Secretary at least 21 days before the Annual General Meeting.
- (c) The written notice must include a statement by another Member in support of the nomination.
- (d) A Member whose nomination does not comply with this rule is not eligible for election to the Board unless the Member is nominated under rule 7.8(b) or 7.9(b)(ii).

7.8 Election of Office Holders

- (a) At the first Board Meeting following each Annual General Meeting (**First Board Meeting**), an election must be held for each position of Office Holder.
- (b) If there is no nomination for a position, the Chairperson of the meeting may call for nominations from the Board Members at the meeting.
- (c) If only one Board Member has nominated for a position, the Chairperson of the meeting must declare the Member elected to the position.
- (d) If more than one Board Member has nominated for a position, the Board Members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- (e) Each Board Member present at the meeting may vote for one Member who has nominated for a position.
- (f) A Board Member who has nominated for a position may vote for himself or herself.
- (g) On the Board Member's election, the new Chairperson may take over as the Chairperson of the meeting.

7.9 Election of Ordinary Board Members

- (a) Unless otherwise decided by a Super Majority Resolution of Members at the Annual General Meeting, the number of Ordinary Board Members (if any) to hold office for the next year will be no more than five.
- (b) If the number of Members nominating for the position of Ordinary Board Member is not greater than the number to be elected, the Chairperson of the meeting:
- (i) must declare each of those Members to be elected to the position; and

(ii) may call for further nominations from the Voting Members at the meeting to fill any positions remaining unfilled after the elections under subrule (a) above.

(c) If:

(i) the number of Members nominating for the position of Ordinary Board Member is greater than the number to be elected; or

(ii) the number of Members nominating under subrule (b)(ii) above is greater than the number of positions remaining unfilled,

the Voting Members at the meeting must vote in accordance with procedures that have been determined by the Board to decide the members who are to be elected to the position of Ordinary Board Member.

(d) A Member who has nominated for the position of Ordinary Board Member may vote in accordance with that nomination.

7.10 Term of office

(a) Subject to rule 7.11, the term of office of an Ordinary Board Member or Office Holder:

(i) begins when the Ordinary Board Member or Office Holder is elected at an Annual General Meeting or a First Board Meeting respectively, or under rule 7.12(c)(ii), or is appointed to fill a casual vacancy under rule 7.14 (as applicable); and

(ii) ends on the earliest to occur of the following applicable dates:

(A) if the person is an Ordinary Board Member appointed other than pursuant to rule 7.14, on the date of the third Annual General Meeting after his or her appointment; or

(B) if the person is an Ordinary Board Member appointed pursuant to rule 7.14, on the date of the next Annual General Meeting after his or her appointment; or

(C) if the person is an Office Holder, on the date of the next First Board Meeting after the Office Holder's election; or

(D) in the case of an Ordinary Board Member (however appointed) or an Office Holder, otherwise ends in accordance with rule 7.12.

(b) A Board Member may be re-elected at the end of his or her term of office.

(c) A retiring Board Member is eligible for re-election without needing to give any prior notice of an intention to submit for re-election and holds office as a Board Member until the end of the meeting at which the Board Member retires.

7.11 Re-election by rotation

(a) Notwithstanding the term of office of each Board Member (whether as an Office Holder or Ordinary Board Member) and rule 7.10, the Board will ensure that, in any year, no more than three Board Members will stand for re-election.

(b) Where, but for rule 7.11(a), more than three Board Members would otherwise be required to stand for re-election in any year:

- (i) the three Board Members holding office for the longest period at the relevant time will stand for re-election; or
 - (ii) where no three Board Members have held office for a longer period than other Board Members, such two Board Members will stand as are determined by lots among them (unless the Board Members otherwise agree among themselves as to who will stand).
- (c) The term of office of Board Members not standing for re-election in any year solely as a result of the operation of subrule (b) above will be extended until such time as determined by the Board.
- (d) For the purposes of this rule 7.11 only, references to “Board Members” shall exclude any Ordinary Board Member appointed pursuant to rule 7.14.

7.12 Resignation and removal from office

- (a) A Board Member may resign from the Board by written notice given to the Secretary, or, if the resigning Member is the Secretary, given to the Chairperson (**Board Resignation Notice**).
- (b) The resignation takes effect on the later of:
- (i) when the Secretary or Chairperson receives the Board Resignation Notice; or
 - (ii) the time stated in the Board Resignation Notice.
- (c) At a General Meeting, MIFWA may by Ordinary Resolution:
- (i) remove a Board Member from office; and
 - (ii) elect a Member who is eligible under rule 7.2(e) to fill the vacant position.
- (d) A Board Member who is the subject of a proposed resolution under subrule (c)(i) above may make written representations (of a reasonable length) to the Secretary, or Chairperson and may ask that the representations be provided to the Members.
- (e) The Secretary or Chairperson may give a copy of the representations to each Member or, if they are not so given, the Board Member may require them to be read out at the General Meeting at which the resolution is to be considered.

7.13 When membership of Board ceases

A person ceases to be a Board Member if the person:

- (a) dies or otherwise ceases to be a Member;
- (b) resigns from the Board or is removed from office under rule 7.12;
- (c) becomes ineligible to accept an appointment or act as a Board Member under section 39 of the Act;
- (d) becomes permanently unable to act as a Board Member for any reason; or
- (e) fails to attend three consecutive Board Meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

7.14 Filling casual vacancies

- (a) The Board may invite any Member who is eligible under rule 7.2(e) to fill a position on the Board that:
 - (i) has become vacant under rule 7.13; or
 - (ii) was not filled by election at the most recent Annual General Meeting or under rule 7.12(c)(ii).
- (b) If the position of Secretary becomes vacant, the Board may invite any Member who is eligible under rule 7.2(e) to fill the position within 14 days after the vacancy arises.
- (c) A Member must accept the Board's invitation under rules 7.14(a) or 7.14(b) prior to being appointed by the Board to fill that position.
- (d) A Member who accepts the Board's invitation under rule 7.14(c) shall have voting rights as a Board Member.
- (e) Subject to the requirement for a quorum under rule 7.21, the Board may continue to act despite any vacancy in its membership.
- (f) If there are fewer Board Members than required for a quorum under rule 7.21, the Board may act only for the purpose of:
 - (i) appointing Board Members under this rule; or
 - (ii) convening a General Meeting.

7.15 Validity of acts

The acts of the Board or Subcommittee, or of a Board Member or Member of a Subcommittee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of that Board Member or Member of a Subcommittee.

7.16 Payments to Board Members

- (a) In this rule:
 - Board Member** includes a member of a Subcommittee; and
 - Board Meeting** includes a meeting of a Subcommittee.
- (b) Any payments to Board Members out of the funds of MIFWA must be authorised by an Ordinary Resolution.
- (c) Subrule (b) above does not apply to any out-of-pocket travel and accommodation expenses incurred:
 - (i) in attending a Board Meeting;
 - (ii) in attending a General Meeting; or
 - (iii) otherwise in connection with MIFWA's business.

Division 4 — Board Meetings

7.17 Board Meetings

- (a) The Board must meet at least once per calendar quarter in each year on the dates and at the times and places determined by the Board.
- (b) The date, time and place of the first Board Meeting must be determined by the Board Members as soon as practicable after the Annual General Meeting at which the Board Members are elected.
- (c) Special Board Meetings may be convened by the Chairperson or any two Board Members.

7.18 Notice of Board Meetings

- (a) Notice of each Board Meeting must be given to each Board Member at least 48 hours before the time of the meeting.
- (b) The notice must state the date, time and place of the meeting and must describe the general nature of the business to be conducted at the meeting.
- (c) Unless subrule (d) below applies, the only business that may be conducted at the meeting is the business described in the notice.
- (d) Urgent business that has not been described in the notice may be conducted at the meeting if the Board Members at the meeting unanimously agree to treat that business as urgent.

7.19 Procedure and order of business

- (a) The Chairperson or, in the Chairperson's absence, such other person appointed by the Board must preside as Chairperson of each Board Meeting.
- (b) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a meeting, the Board Members at the meeting must choose one of them to act as Chairperson of the meeting.
- (c) The procedure to be followed at a Board Meeting must be determined from time to time by the Board.
- (d) The order of business at a Board Meeting may be determined by the Board Members at the meeting.
- (e) A Member or other person who is not a Board Member may attend a Board Meeting if invited to do so by the Board.
- (f) A person invited under subrule (e) above to attend a Board Meeting:
 - (i) has no right to any agenda, minutes or other document circulated at the meeting;
 - (ii) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
 - (iii) cannot vote on any matter that is to be decided at the meeting.
- (g) Each Board Member must have regard to sections 42 and 43 of the Act in relation to any matter in being considered by the Board in respect of which the Board Member has a material personal interest for the purposes of those sections of the Act.

7.20 Use of technology to be present at Board Meetings

- (a) The presence of a Board Member at a Board Meeting need not be by attendance in person but may be by that Board Member and each other Board Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (b) A Member who participates in a Board Meeting as allowed under subrule (a) above is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

7.21 Quorum for Board Meetings

- (a) The quorum for a Board Meeting shall be 4 Board Members, one of whom must be the Chairperson, the Deputy Chairperson or the Treasurer.
- (b) Subject to rule 7.14(f), no business is to be conducted at a Board Meeting unless a quorum is present.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a Board Meeting:
 - (i) in the case of a special meeting — the meeting lapses; or
 - (ii) otherwise, the meeting is adjourned to the same time, day and place in the following week.
- (d) If:
 - (i) a quorum is not present within 30 minutes after the commencement time of a Board Meeting held under subrule (c)(ii) above; and
 - (ii) at least two Board Members are present at the meeting,those Members present are taken to constitute a quorum.

7.22 Voting at Board Meetings

- (a) Each Board Member present at a Board Meeting has one vote on any matter arising at the meeting.
- (b) A motion is carried if a majority of the Board Members present at the Board Meeting vote in favour of the motion.
- (c) If the votes are divided equally on a matter, the Chairperson of the meeting has a second or casting vote.
- (d) A vote may take place by the Board Members present indicating their agreement or disagreement or by a show of hands, unless the Board decides that a secret ballot is needed to determine a particular matter.
- (e) If a secret ballot is needed, the Chairperson of the meeting must decide how the ballot is to be conducted.

7.23 Minutes of Board Meetings

- (a) The Board must ensure that minutes are taken by the Secretary and kept of each Board Meeting.
- (b) The minutes must record the following:

- (i) the names of the Board Members present at the meeting;
 - (ii) the name of any person attending the meeting under rule 7.19(e);
 - (iii) the business considered at the meeting; and
 - (iv) any motion on which a vote is taken at the meeting and the result of the vote.
- (c) The minutes of a Board Meeting must be entered in MIFWA's minute book within 30 days after the meeting is held.
- (d) The Chairperson must ensure that the minutes of a Board Meeting are reviewed and signed as correct by:
- (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next Board Meeting.
- (e) When the minutes of a Board Meeting have been signed as correct they are, until the contrary is proved, evidence that:
- (i) the meeting to which the minutes relate was duly convened and held;
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and
 - (iii) any appointment purportedly made at the meeting was validly made.

Division 5 — Subcommittees and subsidiary offices

7.24 Subcommittees and subsidiary offices

- (a) To help the Board in the conduct of MIFWA's business, the Board may, in writing, do either or both of the following:
- (i) appoint one or more Subcommittees; and/or
 - (ii) create one or more subsidiary offices and appoint people to those offices.
- (b) A Subcommittee may consist of the number of people, whether Members or not, that the Board considers appropriate.
- (c) A person may be appointed to a subsidiary office whether or not the person is a Member.
- (d) Subject to any directions given by the Board:
- (i) a Subcommittee may meet and conduct business as it considers appropriate; and
 - (ii) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.

7.25 Delegation to Subcommittees and holders of subsidiary offices

- (a) The Board may, in writing, delegate to a Subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:

- (i) the power to delegate; and
 - (ii) a duty imposed on the Board by the Act or another written law.
- (b) A power or duty, the exercise or performance of which has been delegated to a Subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the Subcommittee or holder in accordance with the terms of the delegation.
 - (c) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.
 - (d) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
 - (e) Any act or thing done by a Subcommittee or by the holder of a subsidiary office under the delegation has the same force and effect as if it had been done by the Board.
 - (f) The Board may, in writing, amend or revoke the delegation.

Division 5 — Agents or attorneys

7.26 Appointment of agents or attorneys

The Board may at any time by resolution, power of attorney or writing under seal, appoint any firm, company or person or body of persons, whether nominated directly or indirectly by the Board, to be the attorney or attorneys or agent or agents of MIFWA for such purposes and with such rights, powers, authorities and discretions (not exceeding those vested in or exercisable by the Board under these Rules) and for such period and subject to such conditions as the Board from time to time thinks fit and any such resolution, power of attorney or writing may contain such provisions for the protection and convenience of persons dealing with such attorney or agent as the Board thinks fit and may also authorise any such attorney or agent to delegate all or any of the powers, authorisation or discretions for the time being vested in him, her, it or them.

8. APPOINTMENT AND RIGHTS OF CHIEF EXECUTIVE OFFICER

- (a) The Board shall appoint a Chief Executive Officer upon such terms and conditions as the Board may determine from time to time.
- (b) The Board, acting reasonably, may remove and replace the Chief Executive Officer in accordance with the terms of the Chief Executive Officer's employment.
- (c) The CEO is entitled, subject to a determination by the Board Members to the contrary, to attend all Board Meetings of MIFWA, all meetings of the Board Members and any committees and to receive all board level information sent to Board Members and may speak on any matter that is being discussed in the meeting but, for the avoidance of doubt, does not have the right to vote.

9. GENERAL MEETINGS

9.1 Annual General Meeting

- (a) An Annual General Meeting shall be held at least once in every calendar year, within six months after the end of MIFWA's Financial Year, and at such date, time and place as may be determined by the Board.

- (b) If it is proposed to hold the Annual General Meeting more than six months after the end of MIFWA's Financial Year, the Secretary must apply to the Commissioner for permission under section 50(3)(b) of the Act within four months after the end of the Financial Year.
- (c) The ordinary business of the Annual General Meeting is as follows:
 - (i) to confirm the minutes of the previous Annual General Meeting and of any Special General Meeting held since then if the minutes of that meeting have not yet been confirmed;
 - (ii) to receive and consider:
 - (A) the Board's annual report on MIFWA's activities during the preceding Financial Year;
 - (B) if MIFWA is a Tier 1 Association, the Financial Statements for the preceding Financial Year presented under Part 5 of the Act;
 - (C) if MIFWA is a Tier 2 Association or a Tier 3 Association, the Financial Report for the preceding Financial Year presented under Part 5 of the Act; and
 - (D) if required to be presented for consideration under Part 5 of the Act, a copy of the report of the review or auditor's report on the Financial Statements or Financial Report;
 - (iii) to elect Board Members;
 - (iv) if applicable, to appoint or remove a reviewer or auditor of MIFWA in accordance with the Act; and
 - (v) any other business of which notice has been given in accordance with these Rules may be conducted at the Annual General Meeting.

9.2 Special General Meetings

- (a) The Board may convene a Special General Meeting.
- (b) The Board must convene a Special General Meeting if at least 20% of the total number of Members require a Special General Meeting to be convened.
- (c) The Members requiring a Special General Meeting to be convened must:
 - (i) make the requirement by written notice given to the Secretary;
 - (ii) state in the notice the business to be considered at the meeting; and
 - (iii) each sign the notice.
- (d) The Special General Meeting must be convened within 28 days after notice is given under subrule (c)(i) above.
- (e) If the Board does not convene a Special General Meeting within that 28 day period, the Members making the requirement (or any of them) may convene the Special General Meeting.
- (f) A Special General Meeting convened by Members under subrule (e) above:
 - (i) must be held within three months after the date the original requirement was made; and

- (ii) may only consider the business stated in the notice by which the requirement was made.
- (g) MIFWA must reimburse any reasonable expenses incurred by the Members convening a Special General Meeting under subrule (e) above.

9.3 Notice of General Meetings

- (a) Notices of every General Meeting must be given in the manner authorised by rule 11.3 to every Member and Board Member, and to any auditor or reviewer of MIFWA.
- (b) The Secretary, or, in the case of a Special General Meeting convened under rule 9.2(e), the Members convening the meeting, must give to each Member:
 - (i) at least 21 days' notice of a General Meeting if a Special Resolution is to be proposed at the meeting; or
 - (ii) at least 14 days' notice of a General Meeting in any other case.
- (c) The notice must:
 - (i) specify the date, time and place of the meeting;
 - (ii) indicate the general nature of each item of business to be considered at the meeting;
 - (iii) if the meeting is the Annual General Meeting, include the names of the Members who have nominated for election to the Board under rule 7.7(b); and
 - (iv) if a Special Resolution is proposed:
 - (A) set out the wording of the proposed resolution as required by section 51(4) of the Act;
 - (B) state that the resolution is intended to be proposed as a Special Resolution; and
 - (C) comply with rule 9.4(f).
- (d) Without prejudice to the requirements of the Act, any accidental omission to give notice of the General Meeting to, or non-receipt by, a person entitled to receive such notice, shall not invalidate the meeting or any resolutions passed at the General Meeting.

9.4 Proxies

- (a) Subject to rule 9.4(b), a Voting Member may appoint an individual who is a Voting Member as his or her proxy to vote and speak on his or her behalf at a General Meeting.
- (b) The appointment of a proxy must be in writing and signed by the Member making the appointment.
- (c) The Member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- (d) If no instructions are given to the proxy, the proxy may vote on behalf of the Member in any matter as the proxy sees fit.
- (e) If the Board has approved a form for the appointment of a proxy, the Member may use that form or any other form:

- (i) that clearly identifies the person appointed as the Member's proxy; and
 - (ii) that has been signed by the Member.
- (f) Notice of a General Meeting given to a Voting Member under rule 9.3 must:
- (i) state that the Voting Member may appoint an individual who is a Voting Member as a proxy for the meeting; and
 - (ii) include a copy of any form that the Board has approved for the appointment of a proxy.
- (g) A form appointing a proxy must be given to the Secretary, before the commencement of the General Meeting for which the proxy is appointed.
- (h) A form appointing a proxy sent by post or electronically is of no effect unless it is received by MIFWA not later than 24 hours before the commencement of the meeting.

9.5 Use of technology to be present at General Meetings

- (a) The presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (b) A Member who participates in a General Meeting as allowed under subrule (a) above is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.

9.6 Presiding Member

- (a) The Chairperson or, in the Chairperson's absence, the Deputy Chairperson must preside as Chairperson of each General Meeting.
- (b) If the Chairperson and Deputy Chairperson are absent or are unwilling to act as Chairperson of a General Meeting, the Board Members at the General Meeting must choose one of the Board Members present to act as Chairperson of the General Meeting.

9.7 Quorum for General Meetings

- (a) No business is to be conducted at a General Meeting unless a quorum is present.
- (b) Except as otherwise provided in these Rules, a quorum constitutes the lesser of:
 - (i) twelve Voting Members; or
 - (ii) 50% of the total number of Voting Members (rounded to the nearest whole number),
 present in person or by proxy, attorney or representative who are entitled to vote on the matters to be considered at the General Meeting.
- (c) If a quorum is not present within 30 minutes after the notified commencement time of a General Meeting:
 - (i) in the case of a Special General Meeting — the meeting lapses; or
 - (ii) in the case of the Annual General Meeting — the meeting is adjourned to:

- (A) the same time and day in the following week; and
- (B) the same place, unless the Chairperson specifies another place at the time of the adjournment or written notice of another place is given to the Members before the day to which the meeting is adjourned.

(d) If:

(i) a quorum is not present within 30 minutes after the commencement time of an Annual General Meeting held under subrule (c)(ii) above; and

(ii) at least two Voting Members are present at the meeting,

those Members present are taken to constitute a quorum.

9.8 Adjournment of General Meeting

(a) The Chairperson of a General Meeting at which a quorum is present may, with the consent of a majority of the Voting Members present at the meeting, adjourn the meeting to another time at the same place or at another place.

(b) Without limiting subrule (a) above, a meeting may be adjourned:

(i) if there is insufficient time to deal with the business at hand; or

(ii) to give the Members more time to consider an item of business.

(c) No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

(d) Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with rule 9.3.

9.9 Voting at General Meeting

(a) On any matter arising at a General Meeting:

(i) subject to rule 9.9(g):

(A) Ordinary Members and Life Members each have one vote (except, on a show of hands, if that Member is entitled to vote in more than one capacity, that person is only entitled to one vote); and

(B) Family Members which belong to the same immediate family collectively have two votes between them (regardless of the total number of Family Members belonging to that family); and

(ii) Voting Members may vote in person or by proxy.

(b) If only one Family Member belonging to an immediate family of Family Members (the **Family**) is present at a General Meeting, that Family Member may cast the two votes on behalf of the Family provided that the Family Member is not under the age of 18 years old.

(c) An Ordinary Member or Life Member that is a body corporate may, in writing, appoint an individual, whether or not the individual is a Member, to vote (separate to that individual's own vote of a Voting

Member) on behalf of the body corporate on any matter at a particular General Meeting or at any General Meeting (in each case, conducted by way of a poll in accordance with rule 9.11), as specified in the document by which the appointment is made.

- (d) A copy of the document by which the appointment is made must be given to the Secretary, before any General Meeting to which the appointment applies.
- (e) The appointment has effect until:
 - (i) the end of any General Meeting to which the appointment applies; or
 - (ii) the appointment is revoked by the body corporate and written notice of the revocation is given to the Secretary.
- (f) Except in the case of a Special Resolution or a Super Majority Resolution, a motion must be carried by an Ordinary Resolution.
- (g) If votes are divided equally on a matter, the Chairperson of the meeting has a second or casting vote.
- (h) If the matter is whether or not to confirm the minutes of a previous General Meeting, only Members who were present at that meeting may vote.
- (i) For a person to be eligible to vote at a General Meeting as a Voting Member, or on behalf of an Ordinary Member or Life Member that is a body corporate under subrule (c) above, the Voting Member:
 - (i) must have been an Voting Member at the time notice of the meeting was given under rule 9.3; and
 - (ii) must have paid any fee or other money payable to MIFWA by the Voting Member (unless the Voting Member is a Life Member).

9.10 When Special Resolutions are required

- (a) A Special Resolution is required if it is proposed at a General Meeting:
 - (i) to affiliate MIFWA with another body; or
 - (ii) to request the Commissioner to apply to the State Administrative Tribunal under section 109 of the Act for the appointment of a statutory manager.
- (b) Subrule (a) above does not limit the matters in relation to which a Special Resolution may be proposed.

9.11 Determining whether resolution carried

- (a) Subject to subrule (c) below, the Chairperson of a General Meeting may, on the basis of general agreement or disagreement or by a show of hands, declare that a resolution has been:
 - (i) carried;
 - (ii) carried unanimously;
 - (iii) carried by a particular majority; or
 - (iv) lost.

- (b) If the resolution is a Special Resolution, the declaration under subrule (a) above must identify the resolution as a Special Resolution.
- (c) If a poll is demanded on any matter by the Chairperson of the meeting or by at least three other Voting Members present in person or by proxy:
 - (i) the poll must be taken at the meeting in the manner determined by the Chairperson; and
 - (ii) the Chairperson must declare the determination of the resolution on the basis of the poll.
- (d) If a poll is demanded on the election of the Chairperson or on a matter of an adjournment, the poll must be taken immediately.
- (e) If a poll is demanded on any other matter, the poll must be taken before the close of the meeting at a time determined by the Chairperson.
- (f) A declaration under subrule (a) or (c) above must be entered in the minutes of the meeting, and the entry shall be conclusive evidence of that fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

9.12 Minutes of General Meeting

- (a) The Secretary must take and keep minutes of each General Meeting.
- (b) The minutes must record the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.
- (c) In addition, the minutes of each Annual General Meeting must record:
 - (i) the names of the Voting Members attending the meeting;
 - (ii) any proxy forms given to the Chairperson of the meeting under rule 9.4(g);
 - (iii) the Financial Statements or Financial Report presented at the meeting, as referred to in rule 9.1(c)(ii)(B) or (C); and
 - (iv) any report of the review or auditor's report on the Financial Statements or Financial Report presented at the meeting, as referred to in rule 9.1(c)(ii)(D).
- (d) The minutes of a General Meeting must be entered in MIFWA's minute book within 30 days after the meeting is held.
- (e) The Chairperson must ensure that the minutes of a General Meeting are reviewed and signed as correct by:
 - (i) the Chairperson of the meeting; or
 - (ii) the Chairperson of the next General Meeting.
- (f) When the minutes of a General Meeting have been signed as correct they are, in the absence of evidence to the contrary, taken to be proof that:
 - (i) the meeting to which the minutes relate was duly convened and held;
 - (ii) the matters recorded as having taken place at the meeting took place as recorded; and

- (iii) any election or appointment purportedly made at the meeting was validly made.

10. FINANCIAL MATTERS

10.1 Source of funds

The funds of MIFWA may be derived from entrance fees, annual subscription fees, donations, fund-raising activities, grants, interest and any other sources approved by the Board.

10.2 Control of funds

- (a) MIFWA must open an account in the name of MIFWA with a financial institution from which all expenditure of MIFWA is made and into which all funds received by MIFWA are deposited.
- (b) Subject to any restrictions imposed at a General Meeting, the Board may approve expenditure on behalf of MIFWA.
- (c) The Board may authorise the Treasurer to expend funds on behalf of MIFWA up to a specified limit without requiring approval from the Board for each item on which the funds are expended.
- (d) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of MIFWA must be signed by:
 - (i) the Chief Executive Officer; and
 - (ii) any person or persons authorised by the Board,within the expenditure limits specified by the Board.
- (e) All funds of MIFWA must be deposited into MIFWA's account within five working days after their receipt.

10.3 Financial Statements and Financial Reports

- (a) For each Financial Year, the Board must ensure that the requirements imposed on MIFWA under Part 5 of the Act relating to the Financial Statements or Financial Report are met.
- (b) Without limiting subrule (a) above, those requirements include:
 - (i) if MIFWA is a Tier 1 Association, the preparation of the Financial Statements;
 - (ii) if MIFWA is a Tier 2 Association or Tier 3 Association, the preparation of the Financial Report;
 - (iii) if required, the review or auditing of the Financial Statements or Financial Report, as applicable;
 - (iv) the presentation to the Annual General Meeting of the Financial Statements or Financial Report, as applicable; and
 - (v) if required, the presentation to the Annual General Meeting of the copy of the report of the review or auditor's report, as applicable, on the Financial Statements or Financial Report.

11. GENERAL MATTERS

11.1 By-laws

- (a) MIFWA may, by resolution at a General Meeting, make, amend or revoke By-laws.
- (b) By-laws may:
 - (i) provide for the rights and obligations that apply to any classes of Associate Members approved under rule 5.5(b);
 - (ii) impose restrictions on the Board's powers, including the power to dispose of MIFWA's assets;
 - (iii) impose requirements relating to the financial reporting and financial accountability of MIFWA and the auditing of MIFWA's accounts; and
 - (iv) provide for any other matter MIFWA considers necessary or convenient to be dealt with in the By-laws.
- (c) A By-law is of no effect to the extent that it is inconsistent with the Act, the regulations or these Rules.
- (d) Without limiting subrule (c) above, a By-law made for the purposes of subrule (b)(iii) above may only impose requirements on MIFWA that are additional to, and do not restrict, a requirement imposed on MIFWA under Part 5 of the Act.
- (e) At the request of a Member, MIFWA must make a copy of the By-laws available for inspection by the Member.

11.2 Executing documents and common seal

- (a) MIFWA may execute a document without using a common seal if the document is signed (including by way of electronic signature if considered appropriate by the Board and to the extent permitted by law) by:
 - (i) two Board Members; or
 - (ii) one Board Member and a person authorised by the Board.
- (b) If MIFWA has a common seal:
 - (i) the name of MIFWA must appear in legible characters on the common seal; and
 - (ii) a document may only be sealed with the common seal by the authority of the Board and in the presence of:
 - (A) two Board Members; or
 - (B) one Board Member and a person authorised by the Board,and each of them is to sign the document to attest that the document was sealed in their presence.
- (c) The Chief Executive Officer must make a written record of each use of the common seal.

- (d) The common seal must be kept in the custody of the Chief Executive Officer or another Board Member authorised by the Board in the registered office of MIFWA.

11.3 Giving notices to Members

- (a) In this rule 11.3, **Recorded** means recorded in the Register.
- (b) A notice, document or other communication that is to be given to a Member under these Rules is taken not to have been given to the Member unless it is in writing and:
 - (i) delivered by hand to the Recorded address of the Member;
 - (ii) sent by prepaid post to the Recorded postal address of the Member; or
 - (iii) sent by fax, email or other electronic communication to an appropriate Recorded number or Recorded electronic address of the Member.
- (c) A notice is taken to have been received:
 - (i) if sent by prepaid post, on the day after it was put into the post;
 - (ii) if sent by fax, at the time shown in the transmission report as being the time at which the fax was sent; and
 - (iii) if sent by email or other electronic communication, at the time the email or other communication is sent;

but if the notice, document or other communication would otherwise be taken to be received after 5.00pm or on a Saturday, Sunday or public holiday in the place of receipt then the notice or communication is taken to be received at 9.00am on the next day that is not a Saturday, Sunday or public holiday in the place of receipt.

11.4 Custody of Books and securities

- (a) Subject to subrule (b) below, the Books and any securities must be kept in the Chief Executive Officer's custody or under the Chief Executive Officer's control.
- (b) The Financial Records and, as applicable, the Financial Statements or Financial Reports must be kept in the Treasurer's custody or under the Treasurer's control.
- (c) Subrules (a) and (b) above have effect except as otherwise decided by the Board.
- (d) The Books must be retained for at least seven years.

11.5 Record of Office Holders

The record of Board Members and other persons authorised to act on behalf of MIFWA that is required to be maintained under section 58(2) of the Act must be kept in the Secretary's custody, or under the Secretary's control.

11.6 Inspection of records and documents

- (a) Subrule (b) below applies to a Member who wants to inspect:
 - (i) the Register under section 54(1) of the Act;

- (ii) the record of the names and addresses of Board Members, and other persons authorised to act on behalf of MIFWA, under section 58(3) of the Act; or
 - (iii) any other record or document of MIFWA.
- (b) The Member must contact the Secretary to make the necessary arrangements for the inspection.
 - (c) The inspection must be free of charge.
 - (d) If the Member wants to inspect a document that records the minutes of a Board Meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board Meetings generally, or the minutes of a specific Board Meeting, being available for inspection by Members.
 - (e) The Member may make a copy of or take an extract from a record or document referred to in subrule (a) above but does not have a right to remove the record or document for that purpose.
 - (f) The Member must not use or disclose information in a record or document contained or referred to in subrule (a) above:
 - (i) 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);
 - (ii) to contact or send material to MIFWA or a Member for the purpose of advertising for political, religious, charitable or commercial purposes; or
 - (iii) for any other purpose, unless the use or disclosure of information is approved by the Board and the proposed purpose is:
 - (A) directly related to the affairs of MIFWA;
 - (B) related to administering or complying with a requirement of the Act; and
 - (C) otherwise in compliance with all applicable laws and regulations.

11.7 Publication by Board Members of statements about MIFWA business prohibited

A Board Member must not publish, or cause to be published, any statement about the business conducted by MIFWA at a General Meeting or Board Meeting unless:

- (a) the Board Member has been authorised to do so at a Board Meeting; and
- (b) the authority given to the Board Member has been recorded in the minutes of the Board Meeting at which it was given.

11.8 Distribution of surplus property on cancellation of incorporation or winding up

- (a) For the purposes of this rule, **Surplus Property** has the meaning given in section 3 of the Act.
- (b) Subject to the Act, MIFWA may cease its activities and be wound up or cancelled in accordance with a Special Resolution.
- (c) On the cancellation of the incorporation or the winding up of MIFWA, any Surplus Property must be distributed as determined by Special Resolution, to one or more organisations listed in section 24(1) of the Act.

11.9 Alteration of Rules

If MIFWA wants to alter or rescind any of these Rules, or to make additional rules, MIFWA may do so only by Special Resolution and by otherwise complying with Part 3 Division 2 of the Act.

11.10 Revocation of endorsement

If MIFWA's endorsement as a deductible gift recipient is revoked, any surplus of the following assets shall be transferred to another organisation, fund, authority or institution with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purposes of MIFWA;
- (b) contributions made in relation to an eligible fundraising event held for the principal purposes of MIFWA; and
- (c) money received by MIFWA because of such gifts and contributions.