

South Coast Natural Resource Management Inc – Template constitution for associations

1. Guidance for completing constitution

- All items to be completed or checked are highlighted in yellow. Please replace the yellow text with the desired text, eg the correct name of the association, the objects of the association, etc. Various time periods have been highlighted in yellow, and may be left as suggested, or changed if a different time period is preferred.
- The management committee of the Association is described as the "Board". The offices on the Board are: Chairperson; Secretary; Treasurer; and any other office holders designated by the Board from time to time. The maximum number of Board Members has been set at 10, but this can be changed if desired.
- Each Board member holds office for one year terms. There is an optional clause 13.4(c) which provides that a Board Member who has held office for 10 or more years can only be re-elected by a special resolution. The time period can be changed to a shorter or longer period if desired. This is to promote renewal of the Board, in accordance with good corporate governance practices. To maintain flexibility, it has not been drafted as a prohibition on someone holding office past the 10 year mark, but at least requires the majority of members voting to agree to their re-election, rather than just over 50%.
- The Board itself is responsible for determining who occupies the above offices, after it has been elected at the AGM. That is, members vote to elect Board members, but don't determine who will fill the role of Chairperson, Secretary, Treasurer, or any other offices designated from time to time.
- The constitution provides for ordinary Members; with other classes of Members as may be established by the Board from time to time. There is optional yellow text for organisational Members, ie Members who are corporations or organisations, with a natural person acting as their representative. This optional text can be deleted.

2. Steps in adopting a new constitution

Note: Associations subject to any other regulatory requirements, such as registered charities, or associations which hold liquor licences, are subject to additional regulatory requirements which are not covered below. We can advise further as required.

A.	<p>Prepare your notice of AGM and Include a special resolution to adopt the proposed new constitution (see item 3 below for suggested text). You should check your existing constitution to ensure you comply with all relevant requirements for preparing the notice of AGM, and any particular requirements for replacing your constitution.</p> <p>See item 2 (after this table) for suggested text for the resolution. If preferred, you can call a special general meeting to consider the constitution, rather than</p>	<input type="checkbox"/>
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	<p>considering it at the AGM.</p> <p>In the explanatory memorandum accompanying your notice of AGM, you should give your members an option to obtain a copy of the constitution, by contacting the club directly, or by making it available on a website, or by including a copy of the constitution with the notice of AGM.</p>	
B.	<p>Provide the notice of AGM to all members in accordance with all applicable requirements in the club's existing constitution, including any requirements as to the notice period required to pass a special resolution to adopt a new constitution.</p>	<input type="checkbox"/>
C.	<p>At the meeting, ensure there is a quorum present and then vote on the proposed new constitution. A special resolution is required to adopt the new constitution. Ensure the chairperson of the meeting signs a copy of the new constitution at the meeting, and keep the signed constitution for your records.</p>	<input type="checkbox"/>
D.	<p>Lodge the new rules with the Department of Mines, Industry Regulation and Safety within one month of the meeting:</p> <ul style="list-style-type: none"> • Enrol or log into AssociationsOnline at https://www.commerce.wa.gov.au/associationsonline. • Search for and link to your association (if not already completed). • Click the 'lodge application' button and select the 'change of rules' option. • Upload the association's new rules and complete the online checklist using the completed checklist set out below at item 4. • There may also be a requirement to provide a copy of the notice of meeting and a certificate that the special resolution was duly passed. 	<input type="checkbox"/>
E.	<p>Check the club's mail box and email inbox for the Department's written confirmation that it has accepted the new constitution.</p>	<input type="checkbox"/>

3. Text of resolution to adopt new constitution

3.1 Special resolution

This special resolution should be included in your Notice of AGM:

To consider and, if thought fit, to pass the following resolution as a special resolution:

“That the existing Constitution of the Association be repealed and replaced with the Constitution tabled at the meeting and signed by the Chairperson.”

3.2 Explanatory wording to include in Notice of AGM

The following explanatory wording can be included in your Notice of AGM. Please amend any terminology as required to ensure consistent terminology throughout your Notice of AGM.

The new Associations Incorporation Act 2015 (Act) came into effect for all incorporated associations on 1 July 2016. It requires all incorporated associations in WA to update their rules (or constitutions) to comply with the new Act. It is proposed to adopt a new constitution at our AGM.

As well as complying with the Act, the proposed new constitution includes various provisions to promote good governance within the Association and to guide officers of the Association about their duties and responsibilities under the Act. The new constitution sets out the rights of members and includes a dispute resolution mechanism, as required under the Act.

Note: you should also include instructions about how your members can view the new constitution – eg by contacting the Secretary to request a copy, making it available on a website, or by including a copy of the new constitution with the Notice of AGM sent to members.

4. Constitution checklist

This is a completed checklist, which you will need when you lodge the new constitution online. The clause references refer to the clauses of the template constitution provided. If the templated constitution is amended so that clause numbers change, this checklist will need to be amended as necessary to reflect any clause changes.

	Item	Clause in your constitution
1.	The name of the incorporated association.	1
2.	The objects or purposes of the incorporated association.	3.1
3.	The qualifications (if any) for membership of the incorporated association and provision for when membership commences and when it ceases.	5.4, 5.5, 6
4.	The register of members of the incorporated association.	7
5.	The entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association.	5.6
6.	The name, constitution, membership and powers of the management committee or other body having the management of the incorporated association (in this clause referred to as the Board) and provision for the following	11
7.	(a) the election or appointment of members of the Board;	13
8.	(b) the terms of office of members of the Board;	13.2
9.	(c) the grounds on which, or reasons for which, the office of a member of the Board shall become vacant;	14.1
10.	(d) the filling of casual vacancies occurring on the Board;	14.2

11.	(e) the quorum and procedure at meetings of the Board;	15
12.	(f) the making and keeping of records of the proceedings at meetings of the Board;	10, 12.4
13.	(g) the circumstances (if any) in which payment may be made to a member of the Board out of the funds of the incorporated association. Note: Any rules that provide for payment to a Board member from the Association's funds must state that this can only occur if the payment is authorised by a resolution of the association.	11.4
14.	The quorum and procedure at general meetings of members of the incorporated association.	8
15.	The notification of members or classes of members of general meetings of the incorporated association and their rights to attend and vote at those meetings. Note: The rules made must provide for all members of the incorporated association to be entitled to receive notice of and to attend any general meeting of the association.	8.5, 9
16.	The time within which, and manner in which, notices of general meetings and notices of motion are to be given, published or circulated.	8.5, 17
17.	The number of members, expressed as percentage of membership, who may at any time require that a general meeting of the incorporated association be convened.	8.3
18.	The manner in which the funds of the incorporated association are to be controlled.	18.1
19.	The day in each year on which the financial year of the incorporated association commences	18.5
20.	The intervals between general meetings of members of the incorporated association and the manner of calling general meetings.	8.1, 8.3, 8.4
21.	The manner of altering and rescinding the rules and of making additional rules of the incorporated association.	22
22.	Provisions for the custody and use of the common seal of the incorporated association, if it has one.	16.2
23.	The custody of books and securities of the incorporated association.	12.4(h), 12.5(d)
24.	The inspection by members of the incorporated association of records and documents of the incorporated association.	7.2, 13.6, 18.6
25.	A procedure for dealing with any dispute under or relating to the rules — (a) between members; or	19

	(b) between members and the incorporated association.	
26.	The manner in which surplus property of the incorporated association must be distributed or dealt with if the association is wound up or its incorporation is cancelled.	21
27.	A statement that the property and income of the association must be applied solely towards the promotion of the objects or purposes of the association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the association, except in good faith in the promotion of those objects or purposes.	4(a)