

The Constitution of the Western Australia Rogaining Association Inc (WARA)

Last Revised – March 2019

Originally Ratified AGM February 2010

Updates to comply with Dept Commerce 2015 requirements ratified by Committee March 2019 (Minuted)

Lodged in the office of the Commissioner for Consumer Protection – 26 May 2019

Endorsed by Dept of Commerce (WA) – June 2019.

WA Rogaining Association Constitution (2019)

1. Name

The name of the association will be the "Western Australian Rogaining Association Inc" and shall hereafter be known as "WARA".

2. Definitions and Interpretation

2.1. In this Constitution, unless the contrary intention appears –

"the Act" means the most recent Associations Incorporation Act (WA)

"General Meeting" means a meeting to which all members are invited.

"the Commissioner" means the Commissioner for Consumer Protection exercising powers under the Act

"Annual General Meeting" means a meeting convened under rule 10.1

"Committee" means the group of persons as outlined in rule 7

"In writing" means and includes printing or other means of representing or reproducing words in visible form.

"Ordinary Resolution" means other than a Special Resolution.

"Office Bearers" means the persons holding the officers specified in rule 8.2.

"Members" means those as set out in rule 6

"Special General Meeting" means a General Meeting other than an Annual General Meeting

"Special Resolution" has the meaning given by the Act, which in summary means a resolution that is passed by a majority of not less than three quarters of members who are entitled to vote at a General Meeting.

2.2. Words importing singular include the plural and words importing plural include the singular where the context permits.

2.3. Words importing the masculine gender include also the feminine gender

3. Objects

3.1. The objects of WARA shall be:

(a) to promote and foster the sport of Rogaining

(b) to organise and hold Rogaining and similar events

(c) to promote and encourage cooperation between WARA and other bodies sharing similar interests.

4. Powers

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

(a) acquire, hold, deal with, and dispose of any real or personal property

(b) open and operate bank accounts

(c) invest its money -

(i) in any security in which trust monies may lawfully be invested

(ii) in any other manner authorised by the rules of WARA

(d) borrow money upon such terms and conditions as WARA thinks fit

(e) give such security for the discharge of liabilities incurred by WARA as WARA thinks fit

(f) appoint agents to transact any business of WARA on its behalf

(g) enter into any other contract it considers necessary or desirable

(h) act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene the Act or the rules of WARA.

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5. Income and Property

- 5.1. The income and property of WARA must be used solely for the promotion of the objects and purpose of WARA
- 5.2. No portion of the income or property of WARA may be paid, transferred or distributed, directly or indirectly, to members of WARA, except for payments made in good faith in the promotion of the purpose or objects of WARA, including (without limitation) payments by the way of:
 - (a) reimbursement of expenses
 - (b) remuneration to any officer, employee or other person doing work for WARA.
- 5.3. All monies paid to and by WARA shall be received and accounted for by the Treasurer. All cash shall be lodged into an account in the name of WARA as soon as practical after receipt.
- 5.4. No monies shall be drawn from any account of WARA's except by authority of the bank signatories authorised by the Committee.
- 5.5. All payments shall be authorised by two office bearers.

6. Membership

- 6.1. WARA shall consist of:
 - (a) ordinary members
 - (b) honorary Life membersas in hereafter defined, and who subscribe to this Constitution.
- 6.2. Ordinary members shall be persons who support the objects and purposes of WARA and:
 - (a) whose application and payment for an event registration has been accepted by the Committee or delegated authority
 - (b) any volunteer who has undertaken service as outlined and published by the Committee,
- 6.3. The Committee may reject or rescind a membership application after a 2/3 majority vote of the full committee. The committee is not required to give the applicant its reasons for doing so but must inform the applicant as soon as possible.
 - (a) The details of a rejected member will be noted by the event registration team to deny further event registrations until the Committee deem the applicant is suitable
- 6.4. Membership shall
 - (a) commence when any condition of 6.2 is satisfied
 - (b) extend and be recognised from commencement until the end of the AGM following commencement.
- 6.5. Honorary Life Membership
 - (a) Honorary Life Membership may be awarded to members who have rendered a conspicuous and distinguished service to WARA.
 - (b) Honorary Life Members are not required to pay annual fees.
 - (c) Any member may recommend that any person be made an Honorary Life Member.
 - (d) Recommendations for Honorary Life Membership shall be submitted in writing to the Secretary of WARA.
 - (e) The Committee will obtain a report on the suitability of the person recommended for an Honorary Life Membership. The Committee will form a panel of three or more Life Members or other suitable persons for this purpose.
 - (f) The Committee will decide who can be nominated for an Honorary Life membership at a General Meeting.
 - (g) Nominations for an Honorary Life Membership must be advised as a notice of motion for a General Meeting.
 - (h) A vote to award an Honorary Life Membership will only be successful if passed by a two third (2/3) majority of members present and voting at a General Meeting.
 - (i) Honorary Life Membership is not transferable to any other person, and ceases when the Life Member dies.
- 6.6. Any member must voluntarily or by request of the Committee return all WARA property, keys, documents, information and account access to the Committee within thirty (30) days of the request, or membership ceasing. Unless otherwise agreed in writing, no copies of WARA property, keys, documents, information and account access shall be kept by the member.

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- 6.7. A right, privilege or obligation that a person has because he or she is a member is not capable of being transferred to any other person; and ends when the person's membership ceases.
- (a) Unless the member is under 18 years delegating their right to vote to an adult member.

7. Committee

- 7.1. The Committee of WARA shall consist of the following members:
- (a) the Office Bearers
 - (b) up to six other members elected at the Annual General Meeting
 - (c) co-opted members
- 7.2. Except for nominations made under Rule 7.4, a person is not eligible to election to membership of the Committee unless:-
- (a) that member is 18 years of age or older at the most recent Annual General Meeting
 - (b) another member has nominated him or her for election, that nomination has been seconded and the nominated member has accepted that nomination. The nomination notice (in writing) must be delivered to the Secretary at least 7 days before the Annual General Meeting.
 - (c) the person is currently serving on the committee, whereupon they are automatically renominated for election.
 - (d) Nominations may be withdrawn by the nominee at any time prior to the election of the committee.
- 7.3. Given the restrictions of 7.2, if the number of persons eligible for election for committee positions do not exceed the number of vacancies, then the President must declare those persons to be duly elected as members of the Committee. Where the number of nominations exceeds the number of vacancies on the Committee, elections for those positions must be conducted.
- 7.4. If vacancies remain on the Committee after election of the persons defined in 7.2 additional nominations of Committee members may be accepted from the floor of the Annual General Meeting. If the nominations from the floor do not exceed the number of vacancies remaining, the President must declare those person to be duly elected. Where the number of nominations from the floor exceeds the number of vacancies remaining on the Committee, election for those positions must be conducted.
- 7.5. The Committee is responsible for the management of WARA, safe custody of all records, information, books and securities as to comply with the regulations of any Act or Rule of Law that legally applies to WARA. The Committee shall act in the best interest of WARA and its objects and shall not act contrary to any resolution passed at a General Meeting of WARA unless it is, or becomes, illegal to do so.
- 7.6. If any member of the Committee has a direct or indirect financial interest in any contract, or proposed contract, entered into or being considered by the Committee, then that member must:
- (a) disclose the nature and extent of that financial interest to the other members of the Committee as soon as he or she becomes aware of that financial interest
 - (b) not vote or take part in any deliberations or decision of the Committee relating to that contract
- 7.7. The Secretary must cause every disclosure made by a member of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.
- 7.8. All Committee members shall hold office until the end of the Annual General Meeting following their election or co-option.
- (a) Committee members shall be eligible for re-election.
- 7.9. The Committee may declare a Committee member to have vacated office if the member:
- (a) ceases to be a member of WARA
 - (b) is absent without leave from two consecutive meetings of the Committee
 - (c) declines to act as directed by the Committee
 - (d) tenders his or her resignation and such resignation is duly accepted
- 7.10. A member of the Committee may be removed from office by a two thirds (2/3) majority of those members elected by the most recent Annual General Meeting present and voting, providing that at least fourteen (14) days notice of such a motion has been given in writing to all members.

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- 7.11. The Committee shall have the power to:
- (a) coopt members as required for specific purposes
 - (b) approve, publish and implement the Rules of Rogaining and Technical Regulations as published by the Australian Rogaine Association
 - (c) appoint subcommittees for any purpose relating to the affairs of WARA and to prescribe the duties and powers of any such subcommittee
 - (d) consider and adjudicate on any apparent infringement of the Rules of Rogaining and Technical Regulations, whether such infringement should become known to the Committee by formal protest or otherwise
 - (e) determine the event based entry fees and any annual subscription fees for membership
 - (f) make, amend and rescind rulings and by-laws.
- 7.12. Any outgoing Committee member must voluntarily or by request of the Committee return all WARA property, keys, documents, information and account access to the Committee within thirty (30) days. Unless otherwise agreed in writing, no copies of WARA property, keys, documents, information and account access shall be kept by the member.

8. Office Bearers

- 8.1. Only members of WARA shall be eligible for election as office bearers.
- 8.2. The office bearers of WARA shall consist of:
- (a) President
 - (b) Vice President
 - (c) Secretary
 - (d) Treasurer
- and must be elected at an Annual General Meeting by ballot of members present and voting or appointed under rule 8.7.
- 8.3. The President shall see that the business of WARA is conducted in a proper manner and shall ensure WARA's well being and that the objectives of WARA are pursued. The President shall preside at General Meetings of WARA, have the voting rights of an ordinary member, and In the case of an equality of votes, shall have the casting vote. The President shall present a report of WARA's activities to the Annual General Meeting.
- 8.4. The Vice President shall have, in the absence of the President, all the powers of the President.
- 8.5. The Secretary shall conduct business on behalf of WARA, attend to correspondence, issue notices for meetings, keep all other records (other than financial) of WARA, and carry out such duties as the Committee may from time to time direct. The Secretary shall also keep Minutes of all meetings of WARA.
- 8.6. The Treasurer shall be responsible for all monies belonging to WARA and shall maintain an accurate set of records. The Treasurer shall present to the Annual General Meeting a statement of the receipts and expenditure, the assets and liabilities, and the financial position of WARA.
- 8.7. A vacancy in the position of an office bearer shall be filled, where possible, by a Committee member who was elected at the previous Annual General Meeting, otherwise by a member co-opted by the Committee.

9. Proceedings at General Meetings

- 9.1. The quorum for the General Meeting shall be 10% or 25 (whichever is the lower) of the ordinary members of WARA.
- 9.2. If within 30 minutes after the time specified for the holding of a general meeting a quorum is not present then the general meeting lapses and the Secretary in accordance with 10.2 or 11.3 must give notice when the next general meeting is to be held.
- 9.3. The President may, with the consent of a general meeting, or must if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 9.4. Voting at general meetings shall be decided by a show of hands. A declaration by the President that a resolution has been passed shall be evidence of that fact.
- 9.5. A special resolution may be moved at a Special General Meeting or at an Annual General Meeting however the notice of that meeting must include the resolution to be proposed and the intention to propose the resolution as a special resolution.

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- 9.6. Members under 18 years of age may, by signing a form with their name and the name of another member they nominate and who is present at the meeting, delegate their vote to another member.

10. Annual General Meetings

- 10.1. The Committee must convene Annual General Meetings of WARA within 4 months after the end of WARA's financial year. The Financial year begins each year on 1st January.
- 10.2. The Secretary must give to all members at least 21 days notice in writing of an Annual General Meeting. The notice must state the date, time and place of the Annual General Meeting as well as the particulars of the business to be considered at the meeting.
- 10.3. The business of each annual general meeting is to:
- (a) present the annual report
 - (b) receive and approve audited financial reports
 - (c) elect a new committee
 - (d) consider any other matter of which notice has been given in notice in the notice of meeting
 - (e) general business.
- 10.4. An auditor, who shall not be a member of the Committee, shall be appointed by the members of WARA at the Annual General Meeting, and shall audit the books and accounts of WARA for presentation at the succeeding Annual General Meeting.

11. Special General Meetings

- 11.1. The Secretary may convene a Special General Meeting on authority of the Management Committee or at the request of at least 10 members of WARA.
- 11.2. The Special General Meeting must be held within one month of the date when the Secretary receives the request or is given authority by the Management Committee.
- 11.3. The Secretary must give all members at least 21 days notice in writing of a Special General Meeting. The notice must state the purpose, date, time and place of the Special General Meeting, as well as the particulars of the business to be considered at the meeting.

12. Committee Meetings

- 12.1. Committee meetings shall be held at the discretion of the Committee or at the direction of the President, provided that a Committee meeting is held at least every three months.
- 12.2. All Committee members shall be notified of committee meetings in writing at least seven days before the date of such meeting.
- 12.3. The quorum for a Committee meeting shall be five Committee members, of whom at least two must be office bearers.

13. Members Entitlements

- 13.1. The Committee shall keep a register of current members including all details as required by The Act. The register will be kept current, secure and available in line with requirements set out in the Act.
- 13.2. Upon request, the members of WARA shall have made available for inspection and make a copy or take an extract, but shall not have the right to remove and shall require a statutory declaration from the requestor that that information in the register will only be used for WARA purposes by any person requesting to copy / access the register and that the person will destroy or return all copies or extracts of the register at the conclusion of the rogaining business for which it was obtained. The secretary shall make available statutory declaration forms.
- (a) register of members
 - (b) current copy of the constitution (15.3)
 - (c) record of office bearers
 - (d) the rules, records and documents of WARA.
- 13.3. At any General Meeting of WARA, members are entitled to:
- (a) propose motions or nominate people for election (7.4)
 - (b) speak for or against a motion
 - (c) exercise one vote per person.
- 13.4. Only members present in person shall be entitled to vote at General Meetings.

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14. Discipline

- 14.1. The Committee may expel, suspend, report to authorities, penalise, or request the resignation of any member of WARA whose conduct in the opinion of the Committee is discreditable or injurious to the character, person or interests of WARA, its members, property or objects.
- 14.2. The Committee 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 Committee meeting at which the question of that suspension or expulsion will be decided; and
 - (b) particulars of that conduct; not less than 30 days before the date of the committee meeting referred to in paragraph (a).
- 14.3. At the Committee meeting referred to in the notice communicated (14.2) the Committee may, having afforded the member concerned a reasonable opportunity to be heard by, or make representations in writing to, the Committee, suspend or expel or decline to suspend or expel that member from membership of WARA and must, forthwith after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 14.4. Any member suspended or expelled by the Committee must, if he or she wishes to appeal against that suspension or expulsion, give notice to the Secretary of his or her intention to do so within 14 days after receiving the decision of the Committee under rule 14.3 and in line with the Dispute Resolution and Mediation Rules 20 & 21
- 14.5. When notice is given under rule 14.4:
 - (a) WARA in a general meeting must, either confirm or set aside the decision of the Committee to suspend or expel the member, after having afforded the member who gave notice a reasonable opportunity to be heard by, or to make representations in writing, to WARA In a general meeting
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Committee to suspend or expel him or her is confirmed.

15. Amendments to the Constitution

- 15.1. WARA may amended this Constitution only at a General Meeting by special resolution but not otherwise.
- 15.2. Within one month of the passing of a special resolution altering the rules, or such time as the Commissioner may in a particular case allow (on written application by WARA), WARA must lodge with the Commissioner notice of the special resolution setting out the particulars of the alteration together with a certificate given by a member of the Committee certifying that the resolution was duly passed as a special resolution and that the rules of WARA as so altered conform to the requirements of this Act.
- 15.3. Copies of this Constitution shall be available from the Secretary.

16. Dissolution

- 16.1. The existence of WARA shall end if WARA so decides by special resolution at a Special General Meeting called for that purpose, or if no Annual General Meeting is held for three consecutive years.
- 16.2. Surplus property of WARA that exists after dissolution and satisfaction of the debts and liabilities of WARA and the costs, charges and expenses of that dissolution, that property shall be distributed only to:
 - (a) another association incorporated under the Act which has similar objects and is not carried on for profit or gain to its individual members; and/or
 - (b) one or more charitable organisations; as determined by resolution of the members.

17. Common Seal of Association

- 17.1. WARA must have a common seal on which its corporate name appears in legible characters.
- 17.2. The common seal of WARA must not be used without the express authority of the Committee and every use of that common seal must be recorded in the minute book.
- 17.3. The affixing of the common seal of WARA must be witnessed by any two of the President, the Secretary and the Treasurer.
- 17.4. The common seal of WARA must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

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18. Notices

- 18.1. Notices given to members of WARA in writing shall be deemed to have been served if sent to the last notified address.
- 18.2. Where a notice in writing has been sent by post, notice shall be deemed to have been served on the third day after posting

19. Membership Protection Information Officer

- 19.1. In order to comply with the Act the Committee must appoint at least one (1) current member to act as the Member Protection Information Officer who shall be available to the Members for Members to discuss and voice their complaints and concerns in relation to the Committee, its members and the activities of WARA.
- 19.2. The Member Protection Information Officer does not have any legal obligation to report any matter disclosed to them in their capacity as Member Protection Information Officer. The Member Protection Information Officer shall keep all matters disclosed to them confidential.
- 19.3 The Member Protection Information Officer shall complete, at WARA expense, any training course which WARA, ARA or any Government body having jurisdiction over WARA requires Member Protection Information Officers to have completed from time to time, including reasonable out of pocket expenses pre-agreed and minuted by the Committee.

20. Disputes Arising under the Rules

- 20.1. This Rule applies to:
 - (a) disputes between members including any former member whose membership ceased not more than six (6) months before the dispute occurred;
 - (b) disputes between WARA and one or more Members or volunteers that arise under the Rules or relate to the Rules of WARA.
- 20.2. The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.
- 20.3. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this Rule by giving written notice to the Secretary of the parties to, and details of, the dispute.
- 20.4. The Secretary must convene a Committee Meeting within thirty (30) days after the Secretary receives notice of the dispute under Rule 20.3 for the Committee to determine the dispute.
- 20.5. At the 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.
- 20.6. The Secretary must inform the parties to the dispute of the Committee's decision in writing and the reasons for the decision within seven (7) days after the Committee Meeting referred to in Rule 20.4.
 - (a) The Committee may choose at any time by notifying all parties in writing to pass the matter to mediation or other jurisdictional expert if the matter is outside the expertise of the Committee.
- 20.7. If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.
- 20.8. If the dispute being considered by the Committee relates to a matter concerning the welfare of a child, the Committee must be seen to and have regard to the confidentiality and sensitivity of the matter.
- 20.9. If the dispute relates to a Committee Member, it shall be considered that with respect to such dispute, the Committee Member has a material personal interest and therefore the Committee Member must not:
 - (a) be present (in his or her capacity as a Committee Member) while the matter is being considered at any Committee Meeting; or
 - (b) vote on the matter.

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21. Mediation

- 21.1. This Rule applies where a person is dissatisfied with a decision made by the Committee under Rule 14 or 20 within the year they are a valid member
- 21.2. Where the dispute relates to a proposal for the suspension or expulsion of a member this Rule does not apply until the procedure under Rule 20 in respect of the proposed suspension or expulsion has been completed.
- 21.3. If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 20.2, or a party to the dispute is dissatisfied with a decision made by the Committee under Rule 20.6 a party to a dispute may:
- (a) Provide written notice to the Secretary of the parties to, and the details of, the dispute;
 - (b) Agree to, or request the appointment of, a mediator.
- 21.4. The party, or parties requesting the mediation must pay the costs of the mediation.
- 21.5. The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement, if the dispute is between:
 - (i) a Member and another Member: a person appointed by the Committee; or
 - (ii) a Member or more than one Member and WARA, the Committee or a Committee Member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.
- 21.6. A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- 21.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21.8. The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.
- 21.9. 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.
- 21.10. 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.

22. Inability to Resolve Disputes

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

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