



**A.R.H.G.A.**  
Association of Red Hatted Groups of Australia Inc

**RULES  
OF  
ASSOCIATION**

Incorporated 2001

Revised December 2018

# RULES OF ASSOCIATION

## 1) Name of Association

The name of the association is The Association of Red Hatted Groups of Australia Inc (ARHGA)

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## 2) Definitions

“Association” means The Association of Red Hatted Groups of Australia

“department” means the Government department with responsibility for administering the Associations Incorporation Act (2015);

“financial year” means a period not exceeding 15 months fixed by the Committee, being a period commencing 1 November and ending on 31 October in the following year;

“member” means a financial Red Hat Group associated with the ASSOCIATION OF Red Hatted Groups of Australia Inc;

“the Act” means the Association Incorporation Act 2015;

“the Commissioner” means the Commissioner for Fair Trading exercising power under the Act;

“PLI” means Public Liability Insurance.

## 3) Objects of the Association

- (a) To promote fun, frivolity, wellbeing, mental health and friendship to women both locally and nationally.
- (b) To implement PLI for any Australian Red Hat Group
- (c) To be the main communication, publicity and media hub for WA.

## 4) Powers of the Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects, and in particular may-

- (a) Acquire, hold, deal with, and dispose of any real or personal property;
- (b) Open and operate bank accounts;
- (c) Appoint agents to transact any business of the Association on its behalf;
- (d) Enter into any other contract it considers necessary or desirable.
- (e) The Association of Red Hatted Groups of Australia Inc (ARHGA) is a not for profit organisation. The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association. 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 or as permitted by and in accordance with the Act.

## **5) Qualifications for membership**

- (a) Full membership of the Association is open to all Red Hat Groups in Western Australia.
- (b) Associate membership is open to Australian Red Hat Groups outside Western Australia.

## **6) Subscriptions of members**

- (a) The Committee will determine the amount of subscription to be paid by each member;
- (b) Each Group must pay annually to the treasurer, the amount of the subscription so determined.

## **7) Committee of Management**

The affairs of the Association will be managed by a Committee of Management, all of whom must belong to a member Group of the Association, consisting of:-

- Chairperson
- Vice Chairperson
- Secretary
- Treasurer and
- Not less than three other persons,

To be eligible to sit on the Committee the person must not:

- (a) Be an undischarged bankrupt or whose affairs are under insolvency law.
- (b) Have been convicted of an offence involving fraud or dishonesty punishable on conviction of 3 months or more imprisonment.
- (c) Have been convicted of an offence in connection with the promotion, formation of a body corporate including duties under the law.
- (d) Have been convicted of an offence within a period of five (5) years prior to their election to the committee.

## **8) Chairperson and Vice Chairperson**

- (a) The Chairperson will preside at all General Meetings and Committee meetings.
- (b) In the absence of the Chairperson the Vice Chairperson shall preside.

## **9) Secretary**

The Secretary must

- (a) Co-ordinate all correspondence of the Association;
- (b) Keep full and correct minutes of the proceedings of Committee Meetings and of the Association's AGM and Special General Meetings;
- (c) Keep and maintain in an up to date condition the rules of the Association and, upon request of a member must make those rules available for inspection; the member may take a copy of the rules but will have no right to remove the rules for any purpose;
- (d) Keep a register of members of the Association including the names and residential or postal addresses of the persons who hold office of the Association;
- (e) Upon the request of a member make available the record for inspection and the member may make a copy but will have no right to remove the record for any purpose;
- (f) Have custody of all books, documents, records and register of the Association other than those required to be kept and maintained by the Treasurer;
- (g) Perform such duties as are imposed by these rules;
- (h) All correspondence may be conducted using whatever means the Committee feels is appropriate and cost effective, including electronic mail or fax, to convey information about meetings, events, voting and fees.

## **10) Treasurer**

Treasurer must –

- (a) Be responsible for all monies paid to or received by the Association and must issue receipts for same;
- (b) Pay all monies into such account or accounts as the committee may from time to time direct;
- (c) Ensure all outgoing accounts are notated by any two Committee members as authorised by the committee.
- (d) Keep such accounting records in such a manner as will enable true and fair accounts of the Association to be prepared from time to time;
- (e) Keep such accounts as will enable a true and accurate audit to be conducted annually;
- (f) Submit to members at each Annual General meeting accounts of the Association showing the audited financial position of the Association at the end of the preceding financial year;
- (g) Submit at each committee meeting a financial report, balance sheet or financial statement;
- (h) Have custody of all securities, books and documents of a financial nature and account records of the association;
- (i) Perform such other duties as are imposed by these rules.

## **11) Proceedings of Committee**

- (a) The Committee must meet for the dispatch of business a minimum of four (4) times per year.
- (b) Each Committee member has a deliberative vote.
- (c) A Question arising at a Committee meeting must be decided by a majority vote, but if there is no majority, the Chairperson shall have a casting vote in addition to their deliberative vote.

## **12) Casual Vacancies in Committee**

A casual vacancy concurs if a Committee member-

- (a) Dies;
- (b) Resigns by notice of writing;
- (c) Is convicted of an offence under the Act;
- (d) Is permanently incapacitated by mental or physical ill-health;
- (e) Is absent from 3 Committee meeting in the same financial year without tendering an apology;
- (f) Ceases to be a member of the Association.
- (g) Is the subject of a resolution passed at a general meeting or members terminating their appointment as a committee member.

When a casual vacancy occurs, the Management Committee will determine if the position requires to be filled.

## **13) Annual General Meeting**

- (a) An Annual General Meeting must be convened within four (4) months after the end of the financial year
- (b) 21 days notice of the date set must be given to all members;
- (c) Order of business shall be –
  - 1. Confirmation of the last AGM meeting and of any Special General Meeting during the year;
  - 2. Presentation of the Treasurer’s and Auditor’s reports and adoption of these reports;
  - 3. Election of Committee;
  - 4. Any other business.
- (d) A question arising must be decided by a majority vote, but if there is no majority the person presiding at the meeting will have a casting vote as well as a deliberative vote;
- (e) A Committee member having any direct or indirect pecuniary interest in a contract, or proposed contract made by or in the contemplation of the Committee must disclose the nature and extent of the interest as soon as they become aware of that interest and not take part in any deliberations or decision with respect to that contract.

## **14) Election of Committee**

Nominations for the Committee shall be called for at least 21days prior to the date set for the Annual General Meeting;

- (a) All Committee members of Management have a 2 year term which is alternated to ensure continuity. Chair and Secretary at one election, Vice Chair and Treasurer at the alternate election;
- (b) When a serving management committee member renominates for second term, it will go to a vote if there are any further nominations.
- (c) After serving the maximum two consecutive terms in a management role, the member is not eligible to serve on the committee for a minimum of twelve (12) months.
- (d) No Committee member may hold office for more than two (2) consecutive terms, unless stepping up to a management position. A Twelve (12) month break must be taken if not stepping up.
- (e) For a nomination to be valid it must be signed by the nominator, seconder, and the nominee (who must all be members of the Association) and shall be lodged with the Secretary not less than seven (7) days prior to the date of the Annual General Meeting;

- (f) Where the number of candidates exceeds the number of vacancies a ballot will be held. The ballot to be decided by a simple majority of those entitled to vote;
- (g) Where the number of candidates is less than the number of vacancies, nominations shall be called from the floor;

## **15) Special General Meetings**

- (a) The Committee must within 30 days of receiving a request in writing from not less than twenty (20) percent of members convene a Special General Meeting for the purpose specified in that request;
- (b) The members making that request must state in writing the purpose for which the meeting is required;
- (c) The Secretary must give notice to all members not less than 14 days notice of the meeting giving details of where and when the meeting is to be held;
- (d) Only business of which notice has been given will be discussed;

## **16) Quorum**

- (a) At an Annual General Meeting ten (10) members present in person constitutes a quorum;
- (b) If within 30 minutes after the time specified for the meeting a quorum is not present the General meeting lapses; and
- (c) The meeting stands adjourned to the same time and place the following week and those present shall form a quorum;
- (d) The quorum for a Committee meeting shall be four (4).

## **17) Voting Rights**

- (a) Each member present at an Annual General Meeting is entitled to two (2) deliberative votes i.e. votes by two individuals per member group
- (b) Voting may be conducted by email provided it is submitted to the Secretary 1 week prior to the meeting and is limited to two (2) votes per member. The member may request an acknowledgement to ensure both parties know the vote has been recorded. Emails will be kept as a record of the vote.
- (c) If 2 votes (maximum per member) are taken from the floor then their email votes previously lodged will not be valid.

## **18) Income and Property**

- (a) The income and property of the Association however derived shall be applied solely towards the promotion and objects of the Association and no part shall be paid, transferred or distributed directly or indirectly to any member;
- (b) Where a member has expended personal funds for the benefit of the Association nothing in this clause shall prevent the Association re-imbursing the member for such expense upon submission of receipts.
- (c) A member may not expend personal funds on behalf of the Association without the authority of the Committee.

## 19) Rules of the Association

- (a) These rules bind every member to the same extent as if every member had signed the rules and agreed to be bound by them.
- (b) The Association may alter or rescind these rules by special resolution passed at either an Annual General Meeting or Special General Meeting;
- (c) Within one month of passing a special resolution the Association must lodge with the Commissioner notice of such alteration;
- (d) Any alteration to the rules does not take effect until approval of the Commissioner is given;
- (e) Any points not covered by the rules and by-laws of the Association shall be referred to and determined by the committee

## 20) Disputes and mediation

- (a) The grievance procedure set out in this rule applies to disputes under these rules between a member and another member;
- (b) The parties to the dispute must meet and discuss the matters in dispute, and, if possible, resolve the dispute within 10 days after the dispute comes to the attention of all parties.
- (c) If a resolution is unattainable the disputing party may request a mediator, who must be a person chosen by agreement between the parties or in the absence of agreement by the Committee;
- (d) A meeting with the mediator must take place within 10 days.
- (e) The mediator cannot be a member who is a party to the dispute but may be a member of the Association;
- (f) The mediator must not determine the dispute
- (g) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve it in accordance with the Act or otherwise at law.

## 21) Dissolution of the Association

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid or distributed among the members. The surplus property must be distributed to an Incorporated Association having similar objects or for charitable purposes. The Association or charitable organisation shall be determined by resolution of the members.

Dated this            day of

Signed: Chairperson \_\_\_\_\_

LIANE SATIE

Secretary \_\_\_\_\_

HELEN HERBERT

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Dated this day of 22/11/2018

Signed: Chairperson

*Liane Satie*

Secretary

*Helen Herbert*

LIANE SATIE

HELEN HERBERT