

# NOTICE OF 2018 WASFF ANNUAL GENERAL MEETING

At Swancon, in the West Grand River room at The Pan Pac hotel in Perth on Sunday the 1st of April, 4:30pm to 7:30pm.

**Note that that “special resolutions” will be proposed to alter the constitution.**

Agenda:

- 0A. Last call for nominations for the Board of WASFF
- 0B. Last call for bids for the WARSFC (i.e. Swancon) for 2020

Meeting opens.

1. Apologies
2. Consideration of Minutes of the previous AGM
3. Matters arising from the previous AGM
4. Reports
  - Chairman
  - Treasurer
  - Administrator
  - Convention Steering Committee Co-ordinator
  - Swancon 42 2017
  - Swancon 43 2018
  - Swancon 44 2019
5. Appointment of Auditor
6. Appointment of a Returning Officer
7. Election of Organising Committee of the Western Australian Science Fiction Convention (Swancon 45 2020)
8. Election of Members of the board of WASFF (3 elected positions)
9. Motions on Notice: please see following pages. Here is a brief summary:
  - Motion R1: that the constitution be amended as follows...
  - Motion R2: that the regulations be amended as follows...
  - Motion M1: that the constitution be changed to the following...
  - Motion R3: that clause 6.3 of the constitution be amended as follows...
  - Motion R4: that the objectives of the constitution be amended to add...
  - Motion R5: that the following new clause be added to the constitution...
  - Motion R6: that the regulations be amended by adding...
  - Motion R7: that Ordinary by-law 1.16 be amended as follows...

## 10. General Business

Bids for Swancon 2020 must be received by the WASFF chair (Doug Burbidge) before the start of the meeting. Guidelines and a bid form are available:

<http://wasff.sf.org.au/swanconbidding>

<http://wasff.sf.org.au/files/20140125%20Convention%20Bid%20Form.doc>

Nominations for the 3 elected positions on the WASFF board must be received by the WASFF chair (Doug Burbidge) before the start of the meeting.

If you'd like to see the current constitution, regulations and by-laws, they're at:

<http://wasff.sf.org.au/constitution>

Last AGM's (draft) minutes are at:

<http://wasff.sf.org.au/files/2017-04-16%20WASFF%20AGM%20Minutes.pdf>

## **Motions On Notice for Amendments to WASFF Constitution and By-Laws**

In order for the constitution changes to be passed they must be carried by a special majority (75%) so as to be special resolutions of the AGM. The following motions are proposed to be special resolutions.

### **Background**

(As presented by Rohan Wallace.)

The new Associations Incorporation Act includes Schedule 1, which sets out the things that an Incorporated Association must provide in its constitution by 1 July 2019. If this is not done or there is an inconsistency between the association's constitution and the Act, then the corresponding provision of the model constitution will apply. This should be avoided, because it will be confusing as to what is in effect and the model constitution clauses may be inconsistent with the way we wish to operate WASFF.

Below is a table with a comparison of the requirements of Schedule 1 with WASFF's current Constitution and whether each of the requirements are met (indicated as 'y'). Where the Constitution does not meet the new requirements (indicated as 'n'), I have listed a new clause which I believe will meet these minimum requirements. Further below are the proposed changes required and a few consequential By-law changes.

Speculation of the need to "promote" many of the By-laws to constitution level was incorrect in my opinion as is demonstrated by the analysis table. Only a few by-laws needed promotion.

The philosophical approach of the Constitution of the organisation is that the Constitution should only have the minimum required to define the organisation – so that it does not become bloated with unnecessary detail. The By-laws define the details. So, if additional detail needs to be added, beyond what is essential to the Constitution, then this can be included in the By-laws at regulation level for those that should be hard to change, or at ordinary level if they should be easier to change. Ordinary By-laws are in effect divided into General Meeting made By-laws which have a proscriptive/prescriptive character to them, and Board made By-laws which have more of an operational character to them.

There was also speculation that if a provision was not the same as the model constitution it would not be accepted by the government department. That is not a requirement. The only requirement is that it meets the requirements of the Act, which are principally the provisions of Schedule 1. So, if a clause meets the requirement of Schedule 1, then it ought to be accepted by the department. If it does not meet the requirements of Schedule 1, it would not be accepted by the department. How it meets the requirements of Schedule 1, or what particular form it takes, is not a consideration by the department. Such form is a consideration for us, the members of the association.

The following table shows Rohan's proposed constitution's adherence to the Schedule 1 requirements:

Provision In Schedule 1	Provided Already?	Yes: Where, No: New Section
Not for Profit Clause	y	4.1
1 The name of the incorporated association	y	1.1
2 The objects or purposes of the incorporated association	y	2.1 -2.2
3 The qualifications (if any) for membership of the incorporated association and provision for when membership commences and when it ceases	y & n	5.1, 5.2 Bylaw 4.1 and 4.2 to 5.7 and 5.8
4 The register of members of the incorporated association	n	New 14.2
5 The entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association	y	5.1 and 5.2
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 committee) and provision for the following:	y	s6-7
The election or appointment of members of the committee	y	6.2
The terms of office of members of the committee	y	6.2, 6.6
The grounds on, or reasons for which, the office of a member of the committee shall become vacant	y	6.9, 7.10
The filling of casual vacancies occurring on the committee	y	6.10
The quorum and procedure at meetings of the committee	y	7.5, 7.1
The making and keeping of records of the proceedings at meetings of the committee	y/n	7.6 New 7.11
The circumstances (if any) in which payment may be made to a member of the committee out of the funds of the association	y	4.1
Note: Any rules that provide for payment to a committee member from the association's funds must state that this can only occur if the payment is authorised by a resolution of the association	n	new 7.12
7 The quorum and procedure at general meetings of members of the incorporated association	y	8.10, 8.5-8.9
8 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	y	8.4, 8.8
Note: The rules 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.	y	8.4
9 The timeframe and manner in which, notices of general meetings and notices of motion are to be given, published or circulated	y/n	8.4 new manner of notice
10. The number of members expressed as a percentage of membership, who may at any time require that a general meeting of the incorporated association can be convened	n	change 8.3 20% to 10% of
11. The manner in which the funds of the association are	y	s4, 7.7, s10,

controlled		s11, s14
12. The day in each year on which the financial year of the incorporated association commences	y	10.1
13. The intervals between general meetings of members of the incorporated association and the manner of calling general meetings	y	8.1, 8.2, 8.3
14. The manner of altering and rescinding the rules and of making additional rules of the incorporated association	y	s12, s13
15. Provisions for the custody and use of the common seal of the incorporated associations, if it has one	y	s15
16. The custody of books and securities of the incorporated association	n	new 14.2
17. The inspection by members of the incorporated association of records and documents of the incorporated association	y	14.1
18. A procedure for dealing with any dispute under or relating to the rules:	n	new 17
between members; or		
between members and the incorporated association.		
19. 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 cancelled. An association's surplus property can only be distributed to:	y	16.2
an incorporated association;		

## Proposed Changes to the Constitution

Motion R1: That the constitution be amended as follows, with additions underlined and deletions with strikethrough:

1. Add the following clauses:

5.7 All annual fees for membership of the Organisation shall be due and payable prior to the annual general meeting. The amount of the annual fees shall be determined according to the by-laws.

5.8 Membership lasts until the beginning of the AGM in the year following payment of the membership fee. A member becomes non financial if the fee is not paid by this deadline. Non financial members are deemed to have resigned.

7.11 Meetings of the Board shall be minuted, with at least the resolutions of the Board being recorded in the minutes.

7.12 Any payment to a Board member can only occur if the payment is authorised by a resolution of the Board, and this will be disclosed to the AGM immediately following the payment.

14.2 The Board or a delegated Board member shall keep a register of members for each financial year, the register comprising at least the member name and an email address.

14.3 The Board or a delegated Board member shall keep custody of the books and securities of WASFF.

17 Dispute Resolution

17.1 A dispute between members, or a dispute between a member and WASFF, is to be determined by the Board, unless the by-laws provide otherwise.

17.2 The Board may refuse to determine a dispute between members if the dispute does not involve WASFF or its activities.

17.3 The principles of natural justice shall be applied to disputes, so that each party to the dispute has an opportunity to be heard on the matter, and to ensure that an unbiased decision maker decides the outcome in the case of a dispute between members.

17.4 An appeal against a decision of the Board in relation to a dispute involving a member may be reviewed and, if appropriate, overturned by a special general meeting, unless the by-laws provide otherwise.

2. Amend the following clauses, as shown

8.3 The Board shall call a special General Meeting upon receiving a petition signed by at least 20% of ordinary members calling for a special general meeting to decide upon an issue.

8.4 At least 14 days notice of a General Meeting shall be provided to the members through an email list designated by the Board in combination with publication on a website designated by the Board.

## **Consequential Changes to Bylaws**

Motion R2: that the regulations be amended as follows:

1. Amend Regulation By-law 3.4, as shown:  
~~3.4 A notice may be served by WASFF upon any member either personally or by sending it through the post in a prepaid letter envelope card or wrapper addressed to such Member at the email address of the member appearing in the Register of Members. Any notice served by post shall be deemed to have been served on the third day immediately following that on which the email was sent. letter envelope or card or wrapper containing the same was put into the post prepaid. Notice of General Meetings may be given through an electronic mail list designated by the Board in combination with an electronic publication through a website designated by the Board.~~
2. Repeal Ordinary By-Laws 4.1 and 4.2  
~~4.1 All annual fees for membership of the Organisation shall be due and payable prior to the annual general meeting.~~  
~~4.2 Membership lasts until the beginning of the next AGM in the year following payment of the membership fee. A member becomes non financial if the fee is not paid by the deadline. Non financial members are deemed to have resigned.~~
3. Add a New ordinary by-law 4.1  
4.1 The membership fees of each class of membership, aside from Life Member (which is zero), shall be recommended by the CSC to the Board, and the Board shall set the fees in the year before the next WARSFC.

Regulation By-Law changes must be passed by a 2/3 majority.

The above motions are moved by Rohan Wallace.

## **Background**

(as presented by Margaret Watts)

At the 2018 AGM members will be asked to adopt a special resolution to amend the Constitution 2011.

Like all incorporated associations in Western Australia, the association is obliged to make a number of changes to the constitution in order for it to comply with the new Associations and Incorporations Act 2015 which came into force on 1<sup>st</sup> July 2016.

In the process of examining the existing constitution to determine what changes are required to make it compliant, a large number of issues in the constitution were identified. The decision was made to re-draft the constitution document. Care was taken to ensure the intent, purpose and processes of the original constitution were maintained. The revised constitution operates in a manner that is more closely aligned to the Acts suggested compliance.

However, the proposed constitution includes three significant changes that can affect how the Association operates, and it is important that they are considered carefully by the membership. They are listed below - we encourage you to read them, and the 2018 constitution incorporating the changes.

### **1. By-laws.**

At present we have three means to amend By-laws, with a corresponding three tiered By-law structure. This is a uniquely complicated process, resulting in documentation that is unclear, with little benefit. The proposed change is to flatten the By-law structure and simplify the means by which By-Laws can be made. Importantly, the membership still retains the ability to propose constitution and by-law changes, as well as the ability to challenge changes that they disagree with. The process for doing this has been simplified for clarity.

Remove:

13.1 Certain By-laws shall be termed Regulations and shall only be created and amended by a two-thirds majority resolution of a General Meeting.

13.2 Notice of the proposed amendment to Regulations shall be in the same manner as required for a constitutional change.

13.3 By-laws that are not Regulations may be amended by resolution passed by a simple majority of the Voting Members voting at a general meeting or by a resolution of the Board.

13.4 The Board may make by-laws by a simple majority resolution.

Replace With:

13.1 By-laws may be made, repealed, varied or added to by:

13.1.1 A resolution passed by a two thirds majority at a Board meeting; or

13.1.2 A resolution passed by a two thirds majority at a general meeting.

13.2 Any resolution to change By-laws must be as a motion on notice for the board meeting or general meeting.

13.2 By-laws so made must not be inconsistent with the constitution and by-laws of the Association, or inconsistent with any Statutory Act or Law that the association must comply with.

13.3 Changes to the by-laws come into effect two months after the resolution to change the bylaws has been passed.

13.4 By-laws shall be binding on all members until repealed or amended.

### **2. Membership.**

The existing constitution has reversed the universally utilised concepts of membership of an association and attendance at an event run by the association. The proposed amendment is in alignment with the model rules provided by the Department of Commerce, and in alignment with the operation of other not for profit associations in Western Australia.

The description of each membership class is scattered throughout the existing constitution and the successive layers of by-laws. For clarity and readability, all membership class descriptions have been brought together into the proposed constitution.

Remove:

5.1 Ordinary Members shall be persons who have paid the full membership for the nominated Western Australian Science Fiction Convention for that year.

5.2 Associate Members shall be persons who have paid at least the minimum membership (but not the full membership) for the nominated Western Australian Science Fiction Convention for that year.

5.6 The By-laws. may provide for other types of membership, the requirements therefore and the benefits thereof.

Replace with:

5.1 Eligibility for membership:

5.1.1 Membership is granted or renewed upon payment of the appropriate membership fee described in section 6.

5.2 The Association shall consist of members divided into the following classes:

5.2.1 Ordinary members:

5.2.1.1 Shall be entitled to attend and vote at all General Meetings.

5.2.1.2 May hold a position on the Board.

5.2.1.3 Must be at least 18 years of age.

5.2.2 Associate members:

5.2.2.1 Shall be entitled to attend and vote at all General Meetings.

5.2.2.2 Shall not be allowed to hold a position on the Board.

5.2.2.3 Must be at least 18 years of age.

5.2.3 Life members:

5.2.3.1 Life Members shall be persons who have been appointed by a 75% majority of a General Meeting.

5.2.3.2 Shall have all the rights and privileges of Ordinary members.

5.2.3.3 Shall never be required to pay for the renewal of their membership.

5.2.3.4 A register of life members shall be kept by the Administrator.

### 3. Dispute resolution.

A new requirement from the Associations Act is that there is a dispute resolution process in the constitution. The proposed amendment below is copied directly from the dispute resolution process given by the department of Commerce. It is lengthy and prescriptive. The decision to adopt it was made because dispute resolution is a process that requires clarity and is not open to interpretation by any of the parties involved in the dispute. The current constitution does not have a dispute resolution process.

Add:

#### 10 DISPUTE RESOLUTION

10.1 The dispute resolution procedure applies to disputes between:

10.1.1 Members; or

10.1.2 One or more members and the Association.

10.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of both parties.

10.3 If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, any party to the dispute may start the grievance procedure by giving written notice to the administrator of —

10.4 the parties to the dispute; and

10.5 the matters that are the subject of the dispute.

10.6 Within 30 days after the administrator is given the notice, a board meeting must be convened to consider and determine the dispute.

10.7 The administrator 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 7 days before the meeting is held.

10.8 The notice given to each party to the dispute must state —

10.8.1 when and where the board meeting is to be held; and

10.8.2 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.

10.9 If —

10.9.1 the dispute is between one or more members and the Association; and

10.9.2 any party to the dispute gives written notice to the administrator stating that the party —

10.9.2.1 does not agree to the dispute being determined by the board; and

10.9.2.2 requests the appointment of a mediator, the board must not determine the dispute.

10.10 At the board meeting at which a dispute is to be considered and determined, the board must —

10.10.1 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; and

10.10.2 give due consideration to any submissions so made; and

10.10.3 determine the dispute.

10.11 The board must give each party to the dispute written notice of the board's determination, and the reasons for the determination, within 7 days after the board meeting at which the determination is made.

10.12 A party to the dispute may, within 14 days after receiving notice of the board's determination, give written notice to the administrator requesting the appointment of a mediator.

10.13 If notice is given, each party to the dispute is a party to the mediation.

10.14 The mediator must be a person chosen —

10.14.1 if the appointment of a mediator was requested by a member who disputes expulsion or suspension — by agreement between the Member and the board; or

10.14.2 if the appointment of a mediator was requested by a party to a dispute between the members and the association, or by a party to a dispute between members — by agreement between the parties to the dispute.

10.15 If there is no agreement for the purposes of subclause 8 (12), then, subject to subrules (14) and (15), the board must appoint the mediator.

10.16 The person appointed as mediator by the board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.

10.17 The person appointed as mediator by the board may be a member or former member of the Association but must not —

10.17.1 have a personal interest in the matter that is the subject of the mediation; or

10.17.2 be biased in favour of or against any party to the mediation.

10.18 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

10.19 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 5 days before the mediation takes place.

10.20 In conducting the mediation, the mediator must —

10.20.1 give each party to the mediation every opportunity to be heard; and

10.20.2 allow each party to the mediation to give due consideration to any written statement given by another party; and

10.20.3 ensure that natural justice is given to the parties to the mediation throughout the mediation process.

10.21 The mediator cannot determine the matter that is the subject of the mediation.

10.22 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.

10.23 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

10.24 If —



10.24.1 mediation takes place because a member whose membership is suspended or who is expelled from the Association requests mediation; and

10.24.2 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 committee meeting or general meeting during the period of suspension or expulsion.

Motion M1: that the constitution be changed to the following:

## ***Constitution of the Western Australian Science Fiction Foundation Inc.***

### **TERMS USED**

'WASFF' means 'Western Australian Science Fiction Foundation'

'WASFC' means 'Western Australian Science Fiction Convention'

'AGM' means Annual General Meeting

### **1 NAME OF THE ASSOCIATION**

The name of the organisation shall be the Western Australian Science Fiction Foundation.

### **2 OBJECTIVES OF WASFF**

The Objectives of WASFF are:

2.1 To foster an appreciation of science fiction, speculative fiction, fantasy, and fan works in Western Australia;

2.1.1 By organising and assisting in the organising of conferences, seminars, workshops, and events pertinent to the production and consumption of Science Fiction in Western Australia;

2.1.2 By sponsoring, promoting and organising competitions to encourage the production of Science Fiction in Western Australia;

2.1.3 By facilitating the preservation and availability of historical documents and other materials relevant to Science Fiction in Western Australia; and

2.1.4 By other appropriate activities as determined by the membership of the Foundation.

2.6 To promote and assist in the provision of facilities for the objectives of WASFF.

2.7 To raise funds for the achievement of the objectives of WASFF.

2.8 To co-operate with other organisations, groups or individuals who share some or all of the objectives of WASFF.

### **3 POWERS**

WASFF shall have the following powers:

3.1 To pay expenses incurred for carrying out the objectives;

3.2 To receive money or property;

3.3 To invest and deal with moneys of WASFF;

3.4 To open and operate a bank account;

3.5 To purchase or sell property;

3.6 To enter into contracts for the carrying on of the business of WASFF;

- 3.7 To appoint, employ or dismiss agents, employees, contractors or consultants from time to time;
- 3.8 To institute, conduct, defend, compound or abandon any legal action by or against the Association;
- 3.9 To have and exercise all powers provided under any Act the WASFF is incorporated under.

#### 4. NOT FOR PROFIT BODY

4.1 The property and income of the Association must be applied solely towards the promotion of the objectives or purposes of the Association 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 objectives or purposes.

#### 5. MEMBERSHIP

5.1 Eligibility for membership:

5.1.1 Membership is granted or renewed upon payment of the appropriate membership fee described in section 6.

5.2 The Association shall consist of members divided into the following classes:

5.2.1 Ordinary members:

5.2.1.1 Shall be entitled to attend and vote at all General Meetings.

5.2.1.2 May hold a position on the Board.

5.2.1.3 Must be at least 18 years of age.

5.2.2 Associate members:

5.2.2.1 Shall be entitled to attend and vote at all General Meetings.

5.2.2.2 Shall not be allowed to hold a position on the Board.

5.2.2.3 Must be at least 18 years of age.

5.2.3 Life members:

5.2.3.1 Life Members shall be persons who have been appointed by a 75% majority of a General Meeting.

5.2.3.2 Shall have all the rights and privileges of Ordinary members.

5.2.3.3 Shall never be required to pay for the renewal of their membership.

5.2.3.4 A register of life members shall be kept by the Administrator

5.3 Ceasing of Membership

5.3.1 A person ceases to be a member of WASFF whenever any of the following takes place:

5.3.1.1 The member resigns from the association

5.3.1.2 The member ceases to be a member due to non-payment of fees

5.3.1.3 The Member is expelled from the association

5.3.2 Resignation

5.3.2.1 A member may resign from membership of WASFF by giving written notice of their resignation to the administrator.

5.3.2.2 The resignation takes effect from when the administrator receives the resignation; or at later time is stated in the notice, then at that later time.

5.3.3 A person who has resigned from WASFF remains liable for any fees that are owed to WASFF.

5.3.4 The rights of a member are not transferable and end when membership ceases.

#### 5.4 Register of Members and Office Holders

5.4.1 The Administrator, or another person authorised by the Board, is responsible for maintaining the Register of Members and recording in that register any change in the membership of the association.

5.4.2 The Register must be kept under the Administrator's control or custody.

5.4.3 The Register shall contain the names and email addresses of all members.

5.4.4 If a member wishes to make or be provided with a copy of any or all of the Register then 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 purpose is connected with the affairs of the association.

5.4.4.3 A member has no right to remove the Register of Members or the Register of Office Holders.

### 6 FEES

6.1 The Board shall determine the annual membership fee to be paid for membership of WASFF.

6.2 All annual fees for membership of WASFF shall be due and payable prior to the Annual General Meeting.

6.3 The duration of membership shall be until the beginning of the next AGM in the following year.

### 7 SUSPENSION OR EXPULSION FROM MEMBERSHIP

7.1 A member may be expelled or suspended from membership of WASFF by a two thirds majority resolution of the Board where it appears that the member's conduct has been detrimental to the objectives of WASFF.

7.2 Notwithstanding any other provision of this constitution, the quorum for the Board meeting for the purpose of suspending or expelling a member shall be the whole of the Board, save those granted leave of absence.

7.3 Detrimental conduct shall include but not be limited to conduct which has:

7.3.1 Exposed WASFF to civil or criminal liability; or

7.3.2 Exposed WASFF to public ridicule or contempt or otherwise prejudiced the conduct of its activities or the satisfaction of its objectives; or

7.3.3 Included being fraudulent in their dealings with the property of WASFF.

7.4 The administrator must give the member written notice at least 28 days in advance of the Board meeting:

7.4.1 When and where the Board meeting is to be held;

7.4.2 The grounds upon which the proposed suspension or expulsion is based; and

7.4.3 That the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to present oral or written submissions to the meeting about the proposed suspension or expulsion.

7.5 Evidence of the conduct of the member, which is alleged to have been detrimental to the objectives of WASFF, may be placed before the meeting.

7.6 The member, or their representative, shall be heard in their own defence and may present evidence and call persons to testify (whether members of WASFF or otherwise) on their behalf.

7.7 The decision to expel or suspend a member takes immediate effect.

7.8 The administrator must give the member notice within seven days of the meeting of the Board's decision and the reasons for the decision.

7.9 An expulsion or suspension, while in effect, renders the person ineligible for renewal of membership.

7.10 A member who is suspended or expelled from the association may, within 14 days of receiving notice from the administrator of the suspension or expulsion, request the appointment of a mediator as described under Dispute Resolution (As described in Section 8).

## 8. DISPUTE RESOLUTION

8.1 The dispute resolution procedure applies to disputes between members; or between one or more members and the Association.

8.2 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of both parties.

8.3 If the parties to a dispute are unable to resolve the dispute, any party may start the grievance procedure by giving written notice to the administrator of who parties are, and of the matters that are the subject of the dispute.

8.4 Within 30 days after the administrator is given the notice, a Board meeting must be convened to consider and determine the dispute.

8.5 The administrator 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 7 days before the meeting is held.

8.6 If the dispute is between one or more members and the Association; then any party to the dispute give written notice to the administrator stating that they do not agree to the dispute being determined by the Board; and requesting the appointment of a mediator. If such a request is made, then the Board must not determine the dispute.

8.7 At the Board meeting at which a dispute is to be considered and determined, the Board must —

8.7.1 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; and

8.7.2 give due consideration to any submissions so made; and

8.7.3 determine the dispute.

8.8 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

8.9 A party to the dispute may, within 14 days after receiving notice of the Board's determination, give written notice to the administrator requesting the appointment of a mediator. If this is done then, each party to the dispute is a party to the mediation.

8.10 The mediator must be a person chosen by agreement between the parties to the dispute.

8.11 If there is no agreement for the purposes of subclause 8.10, the Board must appoint the mediator. A mediator appointed this way must:

8.11.1 Be a person who acts as a mediator for another not-for-profit body.

8.11.2 Must not have a personal interest in the matter that is the subject of the mediation.

8.11.3 Must not be biased in favour of or against any party to the mediation.

8.12 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

8.13 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 5 days before the mediation takes place.

8.14 In conducting the mediation, the mediator must

8.14.1 Give each party to the mediation every opportunity to be heard; and  
8.14.2 Allow each party to the mediation to give due consideration to any written statement given by another party; and  
8.14.3 Ensure that natural justice is given to the parties to the mediation throughout the mediation process.

8.15 The mediator cannot determine the matter that is the subject of the mediation.

8.16 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.

8.17 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

8.24 If the mediation takes place because a member whose membership is suspended or who is expelled from the Association requests mediation; and 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.

## 9 ELECTION AND MEMBERSHIP OF THE BOARD

9.1 The Board shall consist of 9 elected members.

9.2 Each member of the Board shall hold office for a period of time commencing at the end of the AGM they are appointed and ending at the end of the third AGM after their appointment (that is, it is approximately a three year term).

9.3 The election of 3 members of the Board shall be held during each AGM, such that there is a rolling turnover (or re-election) of Board members.

9.4 Candidates for Board positions may not:

9.4.1 Have an undischarged bankruptcy; or

9.4.2 Have been convicted of an offence in-relation to a body corporate or involving fraud or dishonesty.

9.5 Nominations for positions on the Board will close before the commencement of the AGM.

9.6. If there are insufficient nominations for Board membership then further nominations from the floor of the meeting may be accepted.

9.7 The members shall vote by secret ballot using the optional preferential voting method set out in the By-laws.

9.8 The members of the Board so elected shall at their first meeting following the AGM determine from their own numbers who shall be:

9.8.1 The Chair;

9.8.2 The Administrator; and

9.8.3 The Treasurer.

9.9 A Board member may resign from office by providing notice in writing to the Chairperson, or to the Administrator if the person resigning is the Chairperson.

9.10 The Board may declare vacant the position of a member of the Board, by a 75% majority vote in favour of such a resolution, for gross dereliction of duty or for failing to attend 3 consecutive Board meetings without apology or a leave of absence.

9.11 Casual vacancies in the Board shall:

9.11.1 Be filled by resolution of the Board until the next AGM.

9.11.2 At the next AGM, the number of Board members to be elected will increase by the number of casual vacancies.

9.11.3 The extra positions elected will hold office for the balance of the term of the vacant position's office.

9.11.4 If one or more candidates wishes only to run for one of the shortened terms then the elections for positions will be held sequentially by duration, with the election for the positions with the longer terms occurring before those with the shorter.

9.11.5 Otherwise, the election for all positions will occur concurrently, with the candidates receiving the higher number of votes being elected to have the longer terms. If the number of votes is the same then by lot.

9.12 At a general meeting, the Association may by resolution carried by a simple majority remove one or more board members from office.

## 10 DUTIES, PROCEEDINGS AND POWERS OF THE BOARD

10.1 Members of the Board shall endeavour to attend and participate in all meetings of the Board.

10.2 Members of the Board shall be familiar with the Act under which WASFF is incorporated and shall at all times act to ensure the Act is complied with.

10.3 A Board member who has any material personal interest in a matter being considered by the Board shall:

10.3.1 As soon as the Board member becomes aware of their material personal interest, they must disclose the nature and extent of the interest to the Board.

10.3.2 Such a disclosure shall be recorded in the minutes, and also be reported at the next General Meeting.

10.3.3 The Board member shall not take part in, nor be present for, any deliberations or voting of the Board with respect to that matter.

10.4 The Board shall be responsible for and have the entire control and management of the affairs and property of WASFF and may act in all matters concerning WASFF in such manner as appears to it to be best calculated to promote the interests of WASFF.

10.5 The Board may at any time appoint or dismiss a sub-committee subject to the By-laws and may prescribe the powers and functions thereof.

10.6 The board may make bylaws, as described in Section 16.

10.7 The Board shall meet from time to time for the dispatch of the business of WASFF.

10.8 The quorum of a Board meeting is four members of the Board.

10.9 Each Board member has a deliberative vote at Board meetings, but if there is a tied vote, the person presiding at the Board meeting shall have a casting vote in addition to their deliberative vote.

10.10 A resolution in writing signed by an absolute majority of the Board Members shall be as valid and effectual as if it had been passed at a meeting of the Board Members duly convened and constituted. Every such written resolution shall be recorded with the minutes of the Board.

10.11 The Chairperson shall:

10.11.1 be the official spokesperson of WASFF.

10.11.2 chair meetings of the Board.

10.11.3 perform such other duties as may be determined by the Board.

10.12 The Administrator shall:

10.12.1 deal with all correspondence received by WASFF.

10.12.2 keep minutes of General Meetings, and of the Board.

10.12.3 give the required notice for all meetings to members.

10.12.4 keep and maintain the register of members.

10.12.5 perform such other duties as may be determined by the Board.

10.13 The Treasurer shall:

10.13.1 be responsible for the receipt of all money and property of WASFF

10.13.2 shall keep records of the finances and property of WASFF.

10.13.3 be the Public Officer of WASFF and as such shall ensure that WASFF complies with the provisions of any laws and perform those duties required of a Public Officer by law.

10.13.4 be a resident of the State of Western Australia.

10.13.5 perform such other duties as may be determined by the Board.

## 11 GENERAL MEETINGS

11.1 WASFF shall hold an AGM within four months of the end of the financial year. If the nominated WASFC is held during this period, the AGM shall be held during the nominated convention

11.2 The Board may resolve to call a Special General Meeting for any purpose.

11.3 The Board shall call a Special General Meeting upon receiving a petition signed by 10 per cent of the ordinary members, or 20 members, whichever is the lower number, calling for a Special General Meeting to decide upon an issue.

11.3 A Special General Meeting may only deal with matters referred to in the notice of meeting.

11.4 At least 14 days notice of a General Meeting shall be provided to members of the association, through an email list designated by the Board, in combination with publication on a website designated by the Board.

11.5 The By-laws shall set out the procedure of the AGM.

11.6 The Chairman or in their absence a Board member shall preside at General Meetings of WASFF.

11.7 If the Chairman and all Board members are absent from a General Meeting, the members present shall elect one from amongst their number to preside.

11.8 At a General Meeting, 13 members shall constitute a quorum.

11.9 Upon any question arising at a General Meeting of WASFF, any member shall have a deliberate vote, except that the person presiding at the General Meeting shall not have a deliberate vote.

11.10 A question arising at a General Meeting shall be decided by a majority of votes, but if there is an equality of votes, the person presiding at the General Meeting shall have a casting vote.

11.11 Proxy votes shall not be accepted.

11.12 A returning officer may be appointed to conduct ballots arising during a General Meeting. In the absence of an appointment of a returning officer the person presiding shall conduct the ballots.

## 12 BUSINESS OF THE ANNUAL GENERAL MEETING

The agenda of the annual General Meeting shall include:

12.1 To confirm the minutes of the preceding annual General Meeting.

12.2 To receive from the Treasurer, for the previous financial year, the statement of financial affairs and any report from the auditor.

12.3 To receive from any member of the Board, for the previous financial year, any reports as to affairs of WASFF for the previous year.

12.4 The appointment of an Auditor.

12.5 Election of the Organizing Committee of the WASFC.



- 12.6 Election of Members of the Board of WASFF.
- 12.7 Motions on notice.
- 12.8 General Business.

### 13 METHOD OF ELECTION OF COMMITTEE FOR A WESTERN AUSTRALIAN SCIENCE FICTION CONVENTION.

- 13.1 The by-laws shall specify the form of a motion proposing the creation of a WASFC.
- 13.1.1 A motion for forming a WASFC must be provided to the chairman before the commencement of the AGM.
- 13.1.2 If multiple nominations are received then they shall be voted upon by secret ballot using the optional preferential voting method set out in the by-laws.

### 14 MANAGEMENT OF PROPERTY AND INCOME OF WASFF

- 14.1 The Financial year of WASFF shall commence on 1 January of each year.
- 14.2 The by-laws shall specify rules for allocation of money to WASFCs.
- 14.3 The by-laws may specify rules for allocation of money to other projects.
- 14.4 The Association may pay a Board member for out of pocket expenses properly incurred in connection with the Associations business.
- 14.4.1 Board Members must not receive any remuneration for their services as Board Members other than as described in Clause 14.4.

### 15 AUDITOR

- 15.1 Each AGM may appoint a person who is a qualified accountant or auditor, who has not been a member of the Board or a sub-committee during the last two years, as the auditor of WASFF until the next AGM.
- 15.2 The Auditor appointed shall provide the report to the AGM.

### 16 PROCEDURE FOR ALTERATION OF THE CONSTITUTION

- 16.1 Notice of the proposed amendment shall be included in a publication provided to every member of the WASFF with the notice of the General Meeting at which the constitutional change is being considered.
- 16.2 The constitution may be amended by a special resolution passed by a 75% majority of the Voting Members voting at a General Meeting.
- 16.3 Within 30 days of the passing of a special resolution amending or altering the Constitution, the Administrator shall lodge copies of such resolutions with the government regulator of the Associations Act.
- 16.4 No amendment of or alteration to the Constitution shall take effect until written approval has been received from the government regulator of the Associations Act.

### 16 PROCEDURE FOR THE ALTERATION OF THE BY-LAWS

- 16.1 By-laws may be made, repealed, varied or added to by:
  - 16.1.1 A resolution passed by a two thirds majority at a Board meeting; or
  - 16.1.2 A resolution passed by a two thirds majority at a General Meeting.
- 16.2 Any resolution to change by-laws must be a motion on notice in the Agenda of the Board meeting or the General Meeting.
- 16.3 By-laws so made must not be inconsistent with the existing by-laws, nor with this constitution, nor with any Statutory Act or Law that the Association must comply with.
- 16.4 Changes to the by-laws come into effect two months after the resolution to change the by-laws has been passed.
- 16.5 By-laws shall be binding on all members until repealed or amended.



## 17 INSPECTION OF BOOKS AND DOCUMENTS BY MEMBERS

17.1 Copies of annual financial statements, and any other financial statement previously prepared, shall be made available for inspection and copying to members and auditor (if any) on request, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Board.

17.2 The member must not use or disclose information in a record or except for a purpose

17.2.1 that is directly connected with the affairs of the Association; or

17.2.2 that is related to complying with a requirement of the Act.

17.3 Copies of this constitution, and of all by-laws shall be made available to all members.

## 18 COMMON SEAL

18.1 WASFF shall have a common seal that shall include "Western Australian Science Fiction Foundation" and the words "Common Seal".

18.2 The common seal shall remain in the custody of the Administrator and shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures of two members of the Board authorised by the Board to attest thereto and the attestation shall be sufficient for all purposes that the common seal was affixed by the authority of the Board.

## 19 DISSOLUTION

19.1 WASFF may be dissolved or wound up by a resolution passed by a 75% majority at a special General Meeting called for such purpose.

19.2 If upon the dissolution or winding up of WASFF there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of WASFF. It shall be paid or transferred to a charitable organisation or incorporated not for profit organisation having similar objectives to WASFF, as decided by the members at the General Meeting at which it is decided to wind up the WASFF.

(Motion M1 ends here.)

The below table shows the above proposed constitution's adherence to the Schedule 1 requirements:

Rules checklist: Schedule 1 requirements	Association's rule number
Not for profit clause	4
1. The name of the incorporated association.	1
2. The objects or purposes of the incorporated association.	2
3. The qualifications (if any) for membership of the incorporated association and provision for when membership commences and when it ceases.	5
4. The register of members of the incorporated association.	5.4
5. The entrance fees, subscriptions and other amounts (if any) to be paid by members of the incorporated association.	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 committee) and provision for the following:	9,10
a. The election or appointment of members of the committee.	9
b. The terms of office of members of the committee.	9.2

c.	The grounds on which, or reasons for which, the office of a member of the committee shall become vacant.	9.9, 9.10
d.	The filling of casual vacancies occurring on the committee.	9.11
e.	The quorum and procedure at meetings of the committee.	
	Quorum:	10.8
	Procedure:	10.9, 10.10
f.	The making and keeping of records of the proceedings at meetings of the committee.	10.12
g.	The circumstances (if any) in which payment may be made to a member of the committee out of the funds of the association. Note: Any rules that provide for payment to a committee member from the Association's funds must state that this can only occur if the payment is authorised by a resolution of the association.	14.4
7.	The quorum and procedure at general meetings of members of the incorporated association.	
	Quorum:	11.8
	Procedure:	11
8.	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.	11.4, 5.2
9.	The time within which, and manner in which, notices of general meetings and notices of motion are to be given, published or circulated.	11.4
10.	The number of members, expressed as a percentage of membership, who may at any time require that a general meeting of the incorporated association can be convened. Note: This percentage cannot be greater than 20%.	11.3
11.	The manner in which the funds of the association are controlled.	4, 10.4, 14, 15, 17
12.	The day in each year on which the financial year of the incorporated association commences.	14.1
13.	The intervals between general meetings of members of the incorporated association and the manner of calling general meetings.	11
14.	The manner of altering and rescinding the rules and of making additional rules of the incorporated association.	16, 11
15.	Provisions for the custody and use of the common seal of the incorporated associations, if it has one.	18
16.	The custody of books and securities of the incorporated association.	10.13
17.	The inspection by members of the incorporated association of records and documents of the incorporated association.	17
18.	A procedure for dealing with any dispute under or relating to the rules: a) between members; or b) between members and the incorporated association.	8
19.	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 cancelled.	19

## **Further Proposals**

These proposals to amend the Constitution and By-laws arise from discussion of the changes. These changes are *not* necessary to meet the requirements of Schedule 1.

## **Constitution Amendments**

Motion R3: That clause 6.3 of the constitution be amended as follows:

6.3 Nominations for positions on the Board will close before the commencement of the AGM, or other meeting where the elections are to be held. A nomination from a person that has been bankrupt or who has a criminal conviction is not to be accepted.

Motion R4: that the objectives of the constitution be amended to add before 2.1.1, the following: 2.1.0 to organise the annual Western Australian Science Fiction convention, known as Swancon;

Motion R5: that the following new clause be added to the constitution:

6.11 At a general meeting, the Association may by resolution carried by a simple majority remove one or more board members from office.

## **Regulation Amendment**

Motion R6: That the regulations be amended by adding the following new clause:

3.14 In the event of a tie between candidates to eliminate, then the tie is broken by a process of equal random chance.

Regulation By-Law changes must be passed by a 2/3 majority.

## **Ordinary By-law Amendment**

Motion R7: that Ordinary by-law 1.16 be amended as follows:

1.16 A member of the board who has any ~~direct or indirect pecuniary~~ personal interest in a ~~contract, or proposed contract, made by, or in the contemplation of,~~ matter being considered by the board shall, as soon as he or she ~~the board member~~ becomes aware of his ~~the~~ interest, disclose the nature and extent of his ~~the~~ interest to the board and the member of the board shall not ~~be present during, nor~~ take part in, any deliberations or decision of the board with respect to that ~~contract-matter~~. Such a disclosure to the board shall be recorded in the minutes, and also be reported at the next general meeting.

Ordinary By-Law changes must be passed by a simple majority.

All of the above motions are moved by Rohan Wallace.