

**CONSTITUTION OF THE SECURITY AGENTS' INSTITUTE OF
WESTERN AUSTRALIA**

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**CONSTITUTION OF THE SECURITY AGENTS' INSTITUTE OF WESTERN
AUSTRALIA**

**PART I
PRELIMINARY**

NAME

The name of the Institute is "The Security Agents' Institute of Western Australia Inc".

2. INTERPRETATION

2.1 Rules – the rules shall be defined within the Constitution

"Act" means the Associations Incorporation Act 1987 (WA);

"chairperson" means the person presiding at a meeting of the Executive pursuant to rule 45;

"Commercial or industrial information" shall include any registered or unregistered, or any complete or incomplete patent, trade mark or design information, knowledge of technique, research and technical data, formulae, calculations, drawings, results, conclusions, costings, price structures, contracts, lists of suppliers or customers, and the contents of private business discussions, memoranda, tape recordings, video tapes, film, microfilms or photographs and all forms of electronic media and communications including computer and internet based of the same;

"Commissioner" means the Commissioner appointer under the Associations Incorporation Act 1987

"Executive" means the Executive Committee of the Security Agents' Institute of Western Australia;

"Financial" shall mean any member or category of member, as the case may be, who, according to the books and records of the institute has paid all money due and payable to the Institute by him and is no more than one (1) month in arrears in respect of the amount of annual subscription payable in respect of the then current Financial year;

"Financial Year" means the period 1 July to 30 June inclusive each year;

"Institute" means the Security Agents' Institute of Western Australia Inc;

"License" means a Security License within the meaning of the Security & Related Activities (Control) Act 1996

"Member" means a person who has been accepted by the Executive as either a Full Individual member, Honorary member, Life member, Associate member or Affiliate member, Corporate, corporate staff or student of the Institute;

"month" means calendar month;

"office" means the office of the Institute as defined in rule 5;

"property" includes money and everything animate or inanimate, capable of being the subject of ownership;

"Register" means the Register of members to be kept pursuant to these rules;

"security" includes:

(a) the prevention of misuse or loss by theft or by fire or any other means, of property or commercial or industrial information belonging to any person or any commercial or industrial organisation or for which any such member is responsible; and

(b) the protection of personnel and/or any person who for any reason may be lawfully on the premises or in any vehicle, aircraft, ship, vessel or the like, under the control of any person or any commercial or industrial organisation,

and the terms security measures and security profession respectively shall have like meanings;

"Security Agent's License" means a Security Agent's License within the meaning of the Security & Related Activities (Control) Act 1996 referred to in these Rules as "the Act"; and

"Subscription Year" means the twelve (12) months beginning 1 July in any year and ending 31 June in the following year.

2.2 In these rules unless the context otherwise requires:

- (a) a reference to a function includes a reference to a power, authority and duty;
- (b) a reference to the exercise of a function includes, where the function is a duty, a reference to the performance of the duty; and
- (c) a reference to any Act or Statute (State or Federal) includes all statutory amendments and re-enactments thereof for the time being in force.

2.3 The provisions of the Interpretation Act 1984 (WA) apply to and in respect of these rules in the same manner as those provisions would so apply if these rules were an instrument made under the Act.

3. **EXERCISE OF POWERS**

The powers authorities and discretions hereby conferred on the Institute, the Executive or a sub-committee thereof, the President, Vice Presidents, Secretary, Treasurer or on a member may be exercised at any time and from time to time.

4. RULES BINDING MEMBERS

The rules of the Institute shall bind the Institute and all members thereof.

5. OFFICE OF THE INSTITUTE

The office of the Institute shall be at the business address of the duly elected Secretary, or at such other place as the Executive shall determine from time to time.

6. COMMON SEAL

6.1 The Institute shall have its name inscribed in legible characters upon a Common Seal.

6.2 The Common Seal shall be kept at the Office in such custody as the Executive shall direct. The device of the Common Seal shall be the name of the Institute encircling the word "Seal".

6.3 The Common Seal shall be used only under the authority of a resolution of a

General Meeting or of the Executive and the affixing of the Common Seal shall be attested by the signatures either of two members of the Executive or of one member of the Executive and the Secretary or in lieu of the Secretary, such other person as the Executive shall authorise for the purpose.

PART II
AIMS AND OBJECTS

7. AIMS AND OBJECTS

7.1 The aims and objects of the Institute shall be:

- (a) to promote, foster, facilitate and extend the study, discussion of and research into the science and professional practice of security;
- (b) to further the education and training of security, personnel;
- (c) to promote the practice and development of the security industry;
- (d) to encourage a close liaison between all members of the Institute and Police Services and Emergency Services within the Commonwealth of Australia, other officially constituted law enforcement bodies, and any other organisations having similar aims and objects to the Institute;
- (e) to develop and promote an organised and coordinated representative security industry body;
- (f) to develop the most effective security measures in commerce, industry and community;
- (g) to collect, collate, co-ordinate and disseminate in any manner or by any means deemed appropriate by members data, information, ideas, know-how, methods and techniques relating to the security profession;
- (h) to establish, prescribe and ensure the due observance of standards of a code of ethics;
- (i) to make representations to the responsible Minister or his representative or any government body and/or community body on any matter relating to the Security Agent's Act or any other legislation or regulations proposed or operational relating to the practice of the security profession;
- (j) to provide technical advice or consultancy on any security related matter to any person or body as deemed appropriate by the Executive from time to time;
- (k) to encourage public interest and awareness in the security profession;
- (l) to encourage members to strive for standards of excellence in the provision of security services;
- (m) to investigate, refer, advise and make recommendations in respect of complaints made to the Institute concerning the conduct or practices of the Institute or any member of the Institute; and
- (n) to do all such things as are necessary incidental and conducive to the attainment of all or any of the above aims and objects.

PART III
MEMBERSHIP

8. MEMBERSHIP QUALIFICATIONS

8.1 A person shall qualify to be a member of the Institute if and only if:

- (a) the person qualifies as a member of one of the following categories of membership and formally acknowledge their compliance with the Code of Ethics:
 - (i) Full Individual membership;
 - (ii) Associate membership;
 - (iii) Affiliate membership;
 - (iv) Honorary membership;
 - (v) Life membership;
 - (vi) Corporate;
 - (vii) Corporate Staff; and
 - (viii) Student
- (b) the person has been nominated for membership of the Institute as provided by rule 15 and has been approved for membership.

9. FULL INDIVIDUAL MEMBERSHIP

9.1 Subject to the discretion of the Executive, Full Individual membership shall be available to a person who:

- (a) has held a Licence for a period of not less than one (1) year and who currently holds a Licence; and
- (b) derives a reasonable proportion of his income:
 - (i) from being engaged in a managerial role in a company, firm or organisation (whether incorporated or not)
 - (ii) as an adviser or consultant on security measures;
 - (iii) as a supervisor of the organisation or implementation of security measures; or
 - (iv) as a lecturer or tutor at a college or like place of learning imparting knowledge of security measures
 - (v) practices in technical or professional capacity as a licensed security installer, manufacturer, security consultant or security officer

9.2 Financial Full Individual members shall be entitled to the following rights:

- (a) to attend all General Meetings and the Annual General Meetings;
- (b) to vote at all General Meetings and the Annual General Meetings;
- (c) to be a member of the Executive if duly elected; and
- (d) other beneficial rights as determined by the executive.

9.3 Full Individual members shall be subject to a nomination-fee and an annual subscription fee as prescribed by the Institute from time to time.

10. **HONORARY MEMBERSHIP**

10.1 Honorary membership may be conferred upon any person with the terms and conditions determined at the discretion of the Executive.

10.2 Candidates for Honorary membership must be proposed by a member of the Institute (except an Honorary or Life member) and seconded by a member of the Executive.

10.3 Honorary members shall not be entitled to vote in the management of the Institute nor shall they be entitled to be elected as a member of the Executive or to vote at any meetings of the Institute.

10.4 Honorary members shall not be required to pay a nomination or subscription fee.

11. **LIFE MEMBERSHIP**

11.1 Life membership may be conferred upon any person who, in the opinion of the Executive, has given meritorious service to the Institute.

11.2 Life members shall be entitled to the following rights:

- (a) to attend all General Meetings and the Annual General Meetings;
- (b) to vote at all General Meetings and the Annual General Meetings;
- (c) to be a member of the Executive if duly elected; and
- (d) other beneficial rights as determined by the Executive.

11.3 Life members shall not be required to pay a nomination or subscription fee.

12. **ASSOCIATE MEMBERSHIP**

12.1 Subject to the discretion of the Executive, Associate membership shall be available to any person who, in the opinion of the Executive:

- (a) has skills or qualifications which would be beneficial in the promotion of the Aims and Objects of the Institute;
- (b) as an employee adviser or consultant engaged in the profession of the organisation or implementation of security measures indicates his potential and aptitude for admission to membership of the Institute; or
- (c) who has held a Licence for less than twelve (12) months.

12.2 Financial Associate members shall be entitled to the following rights:

- (a) to attend all General Meetings and the Annual General Meeting;
- (b) to vote at all General and Annual General Meetings;
- (c) shall not be entitled to be elected as a member of the Executive; and
- (d) other beneficial rights as determined by the Executive.

12.3 Associate members shall be subject to a nomination fee and an annual subscription fee as prescribed by the Institute from time to time.

13. **AFFILIATE MEMBERSHIP**

13.1 Subject to the discretion of the Executive, Affiliate membership shall be available to any person who would qualify for membership of any of the above categories of membership except that the person:

- (a) does not possess a License;

13.2 Financial Affiliate members shall be entitled to the following rights:

- (a) to attend all General Meetings and the Annual General Meeting;
- (b) shall not be entitled to vote in the management of the Institute nor shall they be entitled to be elected officers of the Executive or to vote at any meetings of the Institute; and
- (c) other beneficial rights as determined by the Executive.

13.3 Affiliate members shall pay a nomination fee and annual subscription fee as prescribed by the Institute from time to time.

14. CORPORATE MEMBER

14.1 Subject to the discretion of the Executive, Corporate Membership shall be available subject to the following criteria and will have the same rights and privileges as that of a Full Member:

- (a) as in incorporated body under Australian Corporate Law, or a currently trading business partnership with the principal source of income derived from operations within the security industry;
- (b) as individual within the Corporate entity holds a current Security Agents License within the meaning of the Act;
- (c) Employs licensed staff within the meaning of the Security and Related Activities (Control) Act who operate within the security industry; and
- (d) other beneficial rights as determined by the Executive.

15. CORPORATE STAFF MEMBER

15.1 Subject to the discretion of the Executive, Corporate Staff membership shall be available subject to the following criteria and will have the same rights and privileges as that of an Affiliate Member:

- (a) is an employee of a Corporate Member as referred in Rule 15.1 and holds a license within the meaning of the Act;
- (b) other beneficial rights as determined by the Executive

16. STUDENT MEMBER

16.1 Subject to the discretion of the Executive, Student membership shall be available subject to the following criteria and will have the same rights and privileges as that of an Affiliate Member:

- (a) does not possess a license within the meaning of the Act;
- (b) is completing a course of study in an associated security discipline at a registered training or educational Institution;
- (c) other beneficial rights as determined by the Executive

17. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE

A right, privilege or obligation, which a person has by reason of being a member of the Institute:

- (a) is not capable of being transferred or transmitted to another person; and
 - (b) ceases upon termination of the person's membership
- but this rule shall not effect the provisions of these rules dealing with the appointment of proxies and attorneys.

18. NOMINATION FOR MEMBERSHIP

18.1 A nomination of a person for membership of the Institute:

- (a) shall be made by one Financial member and seconded by another Financial member to both of whom the person nominated shall be personally known;
- (b) shall be in writing in such form as is approved by the Executive from time to time, signed by the person nominating and the seconder;
- (c) shall be accompanied by an amount representing the nomination fee which fee shall be non-refundable.

18.2 As soon as practicable after receiving a nomination for membership, the Secretary shall advise all members, in writing of all new applications received. Members have fourteen (14) days to lodge any objections or comments in writing to the nomination with the Executive.

18.3 At the next meeting of the Executive after the expiry of the fourteen (14) day notice period outlined in rule 18.2 the nomination shall be considered by the Executive who shall there upon determine the admission or rejection of the application for membership in accordance with the meaning of that category of membership or may approve provisional membership until advice from the members has been received.

18.4 Where the Executive determines to accept a nomination for membership the Secretary shall as soon as practicable communicate in writing to the nominee the decision of the Executive, the category of membership for which the nominee has been accepted and the proportion of the annual subscription fee then due and payable by the member.

18.5 Where the Executive determines to reject a nomination for membership, the Secretary shall, as soon as practicable after that determination:

- (a) notify the nominee, in writing that the Executive proposes to reject the nomination for membership;
- (b) notify the nominee, in writing of the nature of any objections, charges or allegations made against that nominee; and
- (c) notify the nominee, in writing that he or she has fourteen (14) days in which to lodge with the Executive any written submissions relating to the decision.

18.6 No reasons for the Executive's decision to reject the nomination need be given to the nominee either orally or in writing.

18.7 A decision of the Executive to reject a nomination for membership shall not have effect:

- (a) until the expiration of the period in which the nominee is entitled to lodge written submissions in relation to the decision pursuant to rule 18.5; or
- (b) where within that period the nominee elects to lodge such submissions, unless until the Executive confirms its decision pursuant to rule 18.8.

18.8 At the next meeting of the Executive after receipt of the nominee's written submissions the Executive shall:

- (a) give due consideration to any written submissions lodged with the Executive by the nominee prior to the meeting; and
- (b) resolve whether to confirm or revoke the decision.

18.9 A decision of the Executive to confirm or revoke its decision shall be final and binding and shall not be subject to review by any court tribunal or other body.

19. REJECTION OF NOMINATION

19.1 A decision by the Executive to reject a nomination for membership shall be made in good faith, without bias and in the genuine interests of the Institute as a whole.

19.2 Any person who has formulated a charge or accusation against the person nominated, who objects to such person becoming a member, who has any interest, pecuniary or otherwise, in the matter or who will not consider the nomination with a fair and open mind shall be excluded from deliberation of the Executive and from voting on the decision to accept or reject the nomination.

20. REGISTER OF MEMBERS

20.1 On the decision of the Executive to admit a person to membership of the Institute, the Secretary shall enter the nominee's name in the register of members and, upon the name being so entered, the nominee becomes a member of the Institute.

20.2 The Secretary of the Institute shall establish and maintain in an up to date condition a register of members of the Institute specifying the name and postal or residential address of each person who is a member of the Institute, the date on which the members became a member, the category of membership of that person, and the membership number of each member.

21. REGISTER OF OFFICE BEARERS

The Secretary shall maintain a record of the names and residential or postal addresses of the office bearers of the Institute and the names and residential or post addresses of any persons who are appointed or act as trustees on behalf of the Institute.

22. MEMBER'S LIABILITY

The liability of a member of the Institute to contribute towards the payment of debts and liabilities of the Institute or the cost, charges and expenses of the winding up of the Institute is limited to the amount, if any, unpaid by the member in respect of membership of the Institute as required by rule 21

23. **CERTIFICATES**

Certificates of membership issued by the Executive shall remain the property of the Institute. Any Certificate issued in respect of any person ceasing to be a member of the Institute shall be deemed to be cancelled on that person ceasing to be a member of the Institute and shall be returned forthwith to the Institute.

24. **SUBSCRIPTIONS AND LEVIES**

- 24.1 The nomination fee for all members (except Honorary and Life members) shall be such a sum as the Executive determines from time to time.
- 24.2 The annual subscription fee for each category of membership shall be as determined from time to time by the Executive.
- 24.3 No annual subscription fee shall be payable by Honorary or Life members.
- 24.4 All annual subscription fees shall become due and payable in advance on the first day of November in every year.
- 24.5 The proportion of the annual subscription fee payable on becoming a member of the Institute shall be equal to the number of months from the date of acceptance for membership to the first day of November next occurring divided by twelve (12).
- 24.6 The Executive may with sanction of the General Meeting from time to time call upon members to contribute funds for the general purpose of the Institute or for any special purpose of the Institute and each member shall pay every call so made to the Secretary or the Treasurer. The Executive shall give fourteen (14) days notice to members of each and every call. In any one-subscription year such calls shall not exceed the member's annual subscription paid during that subscription year.
- 24.7 The Executive may (on the recommendation of a sub-committee and with fourteen (14) days notice to members of that sub-committee) from time to time call upon members of that sub-committee to contribute funds for the general or special purposes of that sub-committee and each member of that sub-committee shall pay every call so made to the Secretary of the Treasury.

25. CHANGE IN CATEGORY OF MEMBERSHIP

- 25.1 Where a person ceases to qualify as a member of one of the categories of membership he or she shall notify the Executive and the Executive shall advise in writing of the category of membership for which the member has been accepted or that membership is terminated as the case may be.
- 25.2 A person who is notified of his or her new category of membership shall forfeit the unexpired portion of his or her annual subscription fee for the previous category of membership and shall be liable to pay the annual subscription fee applicable to his or her new category of membership on the first day of November next occurring PROVIDED THAT nothing in these rules shall relieve a member of his or her obligation to pay to the Institute all unpaid nomination fees, subscriptions and levies due and payable to the Institute up to the date upon which the member ceased to be a member of his or her previous category of membership or ceased. to be a member of the Institute.

26. TERMINATION OF MEMBERSHIP

- 26.1 Where a person ceases to qualify as a member under these rules, the person shall notify the Executive who shall advise in writing that membership is terminated and will advise relevant authorities and agencies where compulsory membership is a statutory legal requirement or incorporated businesses where membership has been held to be a condition of a contract.
- 26.2 A person shall cease to be a member of the Institute if his annual subscription, initial subscription or any call or other fee or charge imposed on by him or her by the Institute is overdue three (3) months and notice of this has been given to him or her in accordance with these rules.
- 26.3 A person shall cease to be a member of the Institute:
- (a) upon his death;
 - (b) as and from the date upon which he becomes bankrupt or assigns his estate for the benefit of or compounds with his creditors;
 - (c) as and from the date upon which he becomes an insane patient, or an insane or incapable person;
 - (d) upon his resignation from the Institute;
 - (e) as and from the date upon which he is expelled from the Institute; or
 - (f) as and from the date upon which his membership is terminated pursuant to rule
- 26.4 If a person ceases to be a member of the Institute for any reason whatsoever whether by reason of expulsion or otherwise he or she shall forfeit the unexpired portion of his or her annual subscription and shall not be entitled to make any claim against the monies or other property of the Institute PROVIDED THAT nothing in these rules shall relieve a member of his or her obligation to pay to the Institute all unpaid nomination fees, subscriptions and levies due and payable to the Institute up to the date upon which he or she ceased to be a member of the Institute.

27. RESIGNATION OF MEMBERS

- 27.1 A member of the Institute is not entitled to resign that membership except in accordance with this rule.
- 27.2 A member of the Institute who has paid all amounts payable by the member to the Institute in respect of the member's membership may resign from membership of the Institute by first giving notice (being not less than one (1) month or not less than such other period as the Executive may determine) in writing to the Secretary of the members intention to resign and, upon the expiration of the period of notice, the member ceases to be a member.
- 27.3 Where a member of the Institute ceases to be a member pursuant to rule 24.2 and every other case where a member ceases to hold membership, the Secretary shall make an appropriate entry in the Register of members recording the date on which the member ceased to be a member.

28. EXPULSION OF MEMBERS

- 28.1 Where, in the opinion of the Executive, a member of the Institute:
- (a) has broken any Rules, Policies, Guidelines, Regulations, Orders or Code of Ethics of the Institute
 - (b) has refused or neglected after written notice to comply with the rules, Regulations, Orders of the Institute, or the Institute's Code of Ethics;
 - (c) is guilty of any act calculated to discredit the Institute;
 - (d) has made any false or misleading statement in his application for membership;
 - (e) restrict a members rights and benefits;
 - (f) had made any false or misleading statement to the public in an attempt to increase that members sales of security equipment or services;
 - (g) has failed to reasonably resolve a matter complained of pursuant to rule 65;
 - (h) by reason of matters investigated pursuant to rule 65 is unfit for membership of the institute; or
 - (i) has engaged in false or misleading advertising which shall include but not be limited to advertising in any publication by or on behalf of the Institute.

The Executive may, by resolution:

- (j) expel a member from the Institute; or
 - (k) suspend a member from membership of the Institute for a specified period.
- 28.2 A resolution of the Executive under rule 25.1 of this rule shall be of no effect unless the Executive, confirms the resolution in accordance with this rule.
- 28.3 Where the Executive passes a resolution under rule 25.1, the Secretary shall, as soon as practicable, cause a notice in writing to be served on the member:
- (a) setting out the resolution of the Executive, the grounds on which it is based and the nature of any charges or allegations made against the member;
 - (b) stating that the member may address the Executive, at a meeting to be held not earlier than fourteen (14) days and not later than twenty-eight (28) days after service of the notice;

- (c) stating the date, place and time of that meeting; and
- (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the Executive at or prior to the date of that meeting written representations relating to the resolution;
 - (iii) authorize the release of membership information to appropriate statutory authorities and others enquiring about membership status information concerning the nature of an investigation and determination by the Executive in relation to the membership of the member.

PART IV

EXECUTIVE COMMITTEE

29. EXECUTIVE COMMITTEE

The Executive shall have authority and be responsible for the government, management and control of the institute and its property, affairs and business except that decisions relating to policy or guidelines shall be of no effect unless and until ratification by the Institute in general meeting.

30. CONSTITUTION AND MEMBERSHIP

30.1 The Executive shall consist of:

- a) the office bearers of the Institute; and
- b) a minimum of three (3) and a maximum of six (6) ordinary members.

30.2 The office bearers of the Institute shall be:

- a) the President;
- b) two (2) Vice-Presidents;
- c) the Treasurer; and
- d) elected and/or appointed Secretary.

30.3 The members of the Executive shall be elected at the Annual General Meeting of the Institute pursuant to rule 30 PROVIDED that at any time persons holding a Licence shall constitute a majority of members of the Executive.

30.4 There shall be a Secretary paid by the Institute who may but need not be a member. The Secretary shall retire at each Annual General Meeting. A retiring Secretary shall be eligible for re-election.

31. POWERS ETC OF EXECUTIVE

31.1 The Executive, subject to the Act and these rules and to any resolution passed by the Institute in General Meeting may exercise all functions as may be exercised by the Institute other than those functions that are required by these rules to be exercised by a General Meeting of members "of the Institute.

31.2 The Executive shall have all the powers of a natural person including the following powers:

- (a) to acquire by purchase, hold, deal with, take on lease or otherwise land and buildings and all other property real and personal which the Institute for the purpose thereof may from time to time think properly to acquire hold, take or deal

with and which may be lawfully acquired, taken, dealt with or held by it and to re-sell, under lease or sublet, surrender or dispose of such property or any art thereof and to erect upon such land any buildings for the purpose of the Institute.

- (b) to open and operate bank accounts.
- (c) to invest its money:
 - (i) in any security in which trust moneys may be invested; or
 - (ii) in any other manner authorised by these. rules.
- (d) to borrow, raise or secure the payment of money upon such terms and conditions and in such a manner as the Executive shall think fit.
- (e) to enter into any contract it considers necessary or desirable.
- (f) to act as trustee and accept and hold real and personal property on trust.
- (g) to insure against loss, damage to or liability of the Institute by reasons of fire, accident or otherwise, as it sees fit and all risks liabilities and eventualities as may seem advisable, to arrange fidelity guarantee insurance for any person having receipt or charge of any money of the Institute and to apply the proceeds of any claim under any insurance in such manner and for such purpose or purposes as it shall think fit.
- (h) shall for the conduct of the business and affairs of the Institute and of the Executive have power to appoint sub-committees consisting of such Financial members, whether members of the Executive or not, or such other members as it shall think fit and to delegate to any such subcommittee such of its powers as it may deem expedient other than this power of delegation of any function which is a duty imposed on the Executive by the Act or by any other law.
- (i) to adopt such means of making known and advertising the Institute and its objects and benefits as it sees fit.
- (j) to issue and cancel certificates of membership describing the status of membership of any person.
- (k) to appoint and at its discretion remove or suspend the Secretary and other employees, and to fix the powers and duties and remuneration of the same.
- (l) to appoint agents to transact any business of the Institute on its behalf.
- (m) to provide technical advice or consultancy on any security related matter to any person or body as it sees fit from time to time for a fee or not.
- (n) to conduct participate in or advise on training examination or educational courses on matters related to security whether for a fee or not.
- (o) to conduct and arrange for the conduct of inspections of security measures for or on behalf of any person or body whether for a fee or not
- (p) to make representations to the responsible Minister, his representative, the Police or any other person or body on matters relating to the Security Agent's Act or any other legislation related to security matters, whether enacted, proposed or which it is desired by the Institute to be enacted or on any other matter affecting the Institute or its members.
- (q) subject to rule 26 to set and make known in any way it sees fit standards and guidelines for the provisory of security services and to monitor to such standards and guidelines.

- (f) to investigate complaints by any person against any member, to discipline members and to advise members in relation to any complaint.
- (s) to employ, retain or otherwise engage any person to carry out any power, duty, function or other matter provided for by these rules.
- (t) to advise in relation to but not to prepare legal documents related to the practice of the security profession.
- (u) to perform all such acts and do all such things as appear to the Executive to be necessary or desirable and for carrying out its aims and objectives for the proper management of the affairs of the Institute.

31.3 The property and income of the Institute shall be applied solely towards the promotion of the aims or objects of the Institute as set forth in these rules and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Institute except in good faith or remuneration to any officer or servant of the Institute for services actively rendered to the Institute in promotion of those aims or objects.

32. DELEGATION TO SUB-COMMITTEE

- 32.1 A delegation by the Executive may be made subject to such conditions or limitations as to the exercise of any function the subject thereof, or as to time or circumstances, as may be specified in the instrument of delegation.
- 32.2 Notwithstanding any delegation under this rule, the Executive may continue to exercise any function delegated.
- 32.3 Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this rule has the same force and effect as it would have if it had been done or suffered by the Executive.
- 32.4 The Executive may, by instrument in writing, revoke wholly or in part any delegation under this rule.
- 32.5 A sub-committee may meet and adjourn as it thinks proper.

33. ELECTION OF EXECUTIVE COMMITTEE

- 33.1 Financial members only shall be eligible to be elected as a member of the Executive
- 33.2 Voting for the election of members of the Executive shall be by secret ballot and shall rest upon a simple majority.
- 33.3 Such voting shall be conducted at the Annual General Meeting in such usual and proper manner as the Executive may direct.
- 33.4 Voting for the election of office bearers of the Executive shall be conducted at the first meeting of the Executive held after the Annual General Meeting at which the Executive is elected.
- 33.5 Voting for the election of office bearers of the Executive shall be by secret ballot (unless otherwise unanimously agreed by members of the Executive), by members of the Executive and shall rest upon a simple majority
- 33.6 Each member of the Executive shall, subject to these rules, hold office until conclusion of the Annual General Meeting following the date of the member's election.
- 33.7 At the first Annual General Meeting, four (4) members of the Executive shall retire and at the Annual General Meeting in each succeeding year members of the Executive shall retire in rotation of three (3), four (4) or five (5) depending upon the number of members comprising the Executive at that time so that any member of the Executive shall have a period of office after any given election not exceeding two (2) years.

33.8 The members of the Executive who retire in any year shall, subject to the provisions as to filling a casual vacancy, be those who have been the longest in office since their last election, but as between persons who became members of the Executive on the same day, those to retire shall (unless they otherwise agree among themselves) be determined by ballot.

33.9 A retiring member of the Executive shall be eligible for re-election.

33.10 At the meeting of the Executive next occurring after the Annual General Meeting all office bearers of the Executive shall retire.

33.11 A retiring office bearer shall be eligible for re-election as such.

33.12 Retiring members of the Executive shall be deemed to have been duly nominated unless they have notified the Secretary to the contrary.

34. NOMINATIONS FOR EXECUTIVE

34.1 Nominations of candidates for election as members of the Executive (other than casual vacancies):

- (a) shall be made in writing, signed by two (2) members of the Institute and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); shall rest upon a simple majority
- (b) shall be delivered to the Secretary of the Institute not less than seven (7) days before the date fixed for the holding of the Annual General Meeting at which the election is to take place; and shall rest upon a simple majority
- (c) retiring members of the Executive shall be deemed to have been duly nominated unless they have notified the Secretary to the contrary.

34.2 If insufficient nominations are received to fill all vacancies on the Executive, the candidates nominated shall be deemed to be elected and further nominations shall be received at the Annual General Meeting.

34.3 If insufficient further nominations are received any vacant positions remaining on the Executive shall be deemed to be casual vacancies.

34.4 If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated shall be deemed to be elected.

34.5 If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.

35. NOMINATIONS AS OFFICE-BEARERS

35.1 Nominations of candidates for election as office bearers of the Executive shall be by:

- (a) the candidate; or
- (b) a member of the Executive and consented to by the candidate.

35.2 Nominations shall be in such form as is agreed by the members of the Executive from time to time.

35.3 If insufficient nominations are received to fill all positions for office bearers those positions for which nominations have been received shall be voted on. Following the vote the Executive shall call for nominations for those positions remaining vacant and any further nominations received for any position shall be voted on.

35.4 If insufficient nominations are received for the vacant positions of office bearers remaining vacant the elected office bearers shall nominate members of the Executive to fill those positions.

35.5 Honorary, Associate, Affiliate, Student and non-Financial members shall not be eligible for election as office bearers or ordinary members of the Executive.

36. CASUAL VACANCY

36.1 In the event of a casual vacancy occurring in the membership of the Executive, the Executive may appoint a member of the Institute to fill the vacancy and the member so appointed shall hold office, subject to these rules, until the conclusion of the Annual General Meeting next following the date of appointment.

36.2 For the purposes of these rules, a casual vacancy in the office of a member of the Executive occurs if the member:

- (a) dies; shall rest upon a simple majority
- (b) ceases to be a member of the Institute;
- (c) becomes an insolvent under administration within the meaning of the Corporations Law or any equivalent State legislation; shall rest upon a simple majority
- (d) resigns office by notice in writing given to the Secretary;
- (e) is removed from office under rule 38;
- (f) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health; or
- (g) is absent without the consent of the Executive from all meetings of the Executive held during a period of three (3) months.

37. SECRETARY

37.1 The Secretary of the Institute shall, as soon as practicable after being appointed as Secretary, lodge notice with the Institute of his or her address.

37.2 It is the duty of the Secretary to:

- (a) keep minutes of all appointments of office bearers and members of the Executive;
- (b) keep minutes of the names of members of the Executive present at an Executive meeting or a general meeting;
- (c) keep minutes of all proceedings at Executive meetings and general meetings;
- (d) keep and maintain a Register of members;
- (e) issue the notices calling all meetings of the Institute;
- (f) attend all such meetings;
- (g) read the minutes at all Executive, regular and Annual General Meetings;
- (h) within one (1) month of the passing of a special resolution altering these rules, or such further time as the Commissioner may allow, lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Executive certifying that the resolution was duly passed as a special resolution and that the rules of the Institute as so altered conform to the requirements of the Act;
- (i) keep copies of all correspondence in hard copy;

- (j) collect and process all mail; and
- (k) issue receipts for all funds received by the Institute and remit the same to the Treasurer without delay.

38. TREASURER

It is the duty of the Treasurer of the Institute to:

- (a) ensure that all money due to the Institute is collected and received and that all payments authorised by the Institute are made;
- (b) be custodian of all moneys of the Institute;
- (c) ensure that correct books and accounts are kept showing the financial affairs of the Institute including full details of all receipts and expenditure connected with the activities of the Institute;
- (d) at the end of each financial year, close his books and prepare a statement of receipts and expenditure, and a balance sheet for submission to the Auditors. When these have been audited he shall produce adequate copies thereof to be distributed to the members;
- (e) keep bank accounts in the name of the Institute; and
- (f) when called upon by the Executive so to do give an account of the affairs of the Institute.

39. MANAGEMENT OF EXECUTIVE COMMITTEE

- 39.1 The Executive shall meet at least once in every three (3) months at such time and place as the Executive shall determine.
- 39.2 Additional meetings of the Executive may be convened by the President or by any member of the Executive.
- 39.3 Oral or written notice of a meeting of the Executive shall be given by the Secretary to each member of the Executive at least forty eight (48) hours (or such other period as may be unanimously agreed upon by the members of the Executive) before the time appointed for the holding of a meeting.
- 39.4 Notice of a meeting given under rule 36.3 shall specify, the general nature of the business to be transacted at the meeting.
- 39.5 Any six (6) members of the Executive constitute a quorum for the transaction of the business of a meeting of the Executive.
- 39.6 No voting on business shall be conducted for the period of one Meeting.
- 39.7 If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting shall be dissolved.
- 39.8 The Executive shall, by majority vote, make business Rules from time to time for the efficient management of the Institute's affairs and these shall be as binding as constitutional Rules.

40. VOTING AND DECISIONS OF EXECUTIVE

- 40.1 Questions arising at a meeting of the Executive or any sub-committee appointed by the Executive shall be determined by a majority of the votes of members of the Executive or sub-committee present at the meeting.

40.2 Each member present at a meeting of the Executive or of any sub-committee appointed by the Executive (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may, exercise a second or casting vote.

40.3 Subject to sub-rule 39.5, the Executive may act notwithstanding any vacancy on the Executive.

40.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Executive or by a subcommittee appointed by the Executive, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Executive or subcommittee.

41. REMOVAL OF EXECUTIVE MEMBER

41.1 Any member of the Executive who absents himself from two (2) consecutive meetings of the Executive without obtaining leave, shall forfeit his appointment to the Executive, provided that such a member shall not forfeit his appointment if leave of absence is granted by the Executive at the Executive meeting next occurring following such member's consecutive absence.

41.2 The Institute at any Extraordinary General Meeting may, by special resolution, remove any member of the Executive from office before the expiration of his period of office and may, by simple majority at the same meeting or any other meeting, appoint another Financial member in his stead to hold office until the expiration of the term of office of the member so removed.

41.3 A member of the Executive to whom a proposed resolution referred to in sub-rule 40.2 relates shall be entitled to make oral or written representations in his own defence to the meeting at which the resolution is considered. Representations in writing (not exceeding a reasonable length) shall be submitted to the Secretary or President. If the member requests that the representations be notified to the members of the Institute, the Secretary or the President may send a copy of the representations to each member of the Institute or, if they are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

42. MINUTES

The proceedings of all meetings of the Executive and of meetings of subcommittees appointed by the Executive and of General Meetings of the Institute shall be recorded by Minutes. Minutes of proceedings of all meetings shall be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

43. ANNUAL GENERAL MEETINGS

43.1 The Executive shall at least once in every calendar year and within four (4) months after the close of the financial year convene the Annual General Meeting of the Institute and shall arrange for the holding of any Special General Meetings as convened in accordance with rule 44.

43.2 Rule 43.1 has effect subject to any extension or permission granted by the Commissioner under Section 23(1) of the Act.

43.3 The Annual General Meeting of the Institute shall, subject to the Act and to rules 43.1 and 43.2 be convened on such date and at such place and time as the Executive think fit.

43.4 At least fourteen (14) days notice of the date, fixed for the holding of the Annual General Meeting should be given, by letter, to all members. In the case of special resolutions to be presented at such meetings the period of notice shall be twenty one (21) days. A copy of the resolutions shall be supplied to each member.

43.5 If the Executive neglects or fails to appoint the time and place of the Annual General Meeting required to be held within the period hereinbefore prescribed, any five (5) members of the Institute may convene the Annual General Meeting. This may be done in the manner outlined in rules 40.5, 40.6 and 40.7 or by means of a suitable advertisement placed in the "West Australian" newspaper in each case giving at least fourteen (14) days notice and setting out that as the Executive has failed to convene a meeting within the prescribed period the within mentioned five (5) members intend to convene the meeting at the time and place indicated.

43.6 In addition to any other business which may be transacted at an Annual General Meeting the business of an Annual General Meeting shall be:

- (a) to confirm the Minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
- (b) to receive from the Executive, Auditors or any officers of the Institute reports upon the activities of the Institute during the financial year;
- (c) to elect ordinary members of the Executive;
- (d) to elect and determine the remuneration of the Auditor, if necessary;
- (e) to receive and consider the statement which is required to be submitted to members pursuant to Section 26 of the Act;
- (f) to bring forward and deal with any other general business of which prior notice has been given.

43.7 An Annual General Meeting shall be specified as such in the notice convening it.

44. GENERAL AND SPECIAL GENERAL MEETINGS

44.1 Except where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause to be sent by pre-paid post to each member at the member's address appearing in the Register, a notice specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.

44.2 Where the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the Institute, the Secretary shall, at least fourteen (14) days before the date fixed for the holding of the general meeting, cause notice to be sent to each member in the manner provided in rule 44.1 specifying, in addition to the matter required in sub-rule 44.2, the intention to propose the resolution as a special resolution.

44.3 No business other than that specified in the notice convening a general meeting shall be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted pursuant- to sub-rule 43.6.

44.4 A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary who shall include that business in the next notice calling a general meeting given after receipt of the notice from the member.

44.5 A Special General Meeting may be convened by the Executive whenever it thinks fit or by a requisition signed by seven (7) Financial members and forwarded to the Secretary.

44.6 A requisition of members for a Special General Meeting:

- (a) shall state the purpose or purposes of the meeting;
- (b) shall be signed by the members making the requisitions;
- (c) shall be lodged with the Secretary; and

- (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.

44.7 Upon the convening of a Special General Meeting in the manner aforesaid the Secretary shall within seven (7) days forward to all Financial members fourteen (14) clear days' written notice of the date fixed for the holding of the meeting, failing which, if the meeting has been convened by requisition, the requisitioners may themselves call the meeting by fourteen (14) clear days' written notice to all members, and may at the discretion of the meeting be reimbursed for any expenditure thereby incurred.

45. **QUORUM**

45.1 No item of business shall be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item. Save as herein provided, for the purpose of rule 45 members present in person shall be a quorum. "Member" includes a person attending as a proxy or as an attorney.

45.2 Twenty (20) Financial members present in person or by proxy or by attorney (being members entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.

45.3 If within half an hour after the appointment time for the commencement of a general meeting a quorum is not present, the meeting shall stand adjourned to the same day in the following week at the time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.

45.4 If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present in person or by proxy or by attorney (being not less than ten (10)) shall constitute a quorum.

46. **VOTING AND DECISIONS**

46.1 The right to vote at any meeting of the Institute shall be vested in Financial members in person or by proxy or by attorney.

46.2 At any meeting of the Institute at which there are present in person or by proxy or by attorney more than two (2) Financial members being employees, members, partners, officers or directors of the same company, firm or organisation (incorporated or not) then the right to vote at that meeting in respect of those Financial members shall be limited to a maximum of two (2) of such Financial members to be determined amongst the Financial members representing the said company, firm or organisation there present.

46.3 A Financial member who is of unsound mind or whose person or estate is liable to be dealt with in any way under the law relating to mental health may vote, whether on a show of hands or on a poll by his committee or by his trustee or by such other person as properly has the management of the estate and any such committee, trustee or other person may vote by proxy or attorney.

46.4 Subject to sub-rule 30.1, all voting shall be by a show of hands, or by voices, and shall rest upon a simple majority unless otherwise specified herein or postal vote in circumstances which preclude the calling of a formal meeting.

46.5 On show of hands or on a poll each person present in person or by proxy or by attorney who is a Financial member and entitled to vote under these rules shall have one vote.

46.6 The chairperson shall not have a casting vote but shall have a deliberative vote.

46.7 If the chairperson of the meeting exercises a deliberative vote and the voting on the question is equal the motion shall be deemed to have been lost.

46.8 Every question submitted to a meeting shall be decided by a show of hands unless before or upon the declaration of the show of hands a poll is demanded by.

- (a) the chairperson of the meeting; or
- (b) not less than five (5) members present in person or by proxy or by attorney and having the right to vote at the meeting.

46.9 The demand for a poll may be withdrawn.

46.10 A declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority, or an entry to that effect in the minute book of the Institute is evidence of the fact without proof of the number or proportion of the votes recorded in favour of against that resolution.

46.11 If a poll is demanded as aforesaid and not withdrawn it shall be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time and place and either at once or after an interval of adjournment or otherwise as the chairperson of the meeting directs and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded.

46.12 In the case of a dispute as to the admission or rejection of a vote the chairperson of the meeting shall determine the same and his determination made in good faith is final and conclusive.

46.13 A poll shall not be demanded on the election of a chairperson and a poll demanded on a question of adjournment shall be taken at the meeting and without adjournment.

46.14 A demand for a poll does not prevent the continuance of the meeting for the transaction of any business other than the question on which the poll has been demanded.

47. **APPOINTMENT OF PROXIES**

47.1 Each Financial member shall be entitled to appoint another member as proxy or an attorney by notice or power of attorney, as the case may be, given to the Secretary at any time prior to the time of the meeting in respect of which the proxy or attorney is appointed.

47.2 The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing. The instrument appointing a proxy shall be deemed to confer authority to demand a poll or join in demanding a poll. A member shall be entitled to instruct his proxy or attorney to vote in favour: of, against or abstain from voting on any proposed resolution. Unless otherwise instructed the proxy may vote as he or she thinks fit.

47.3 The notice appointing the proxy shall be in such form as is agreed by the Executive from time to time.

47.4 A vote given in accordance with the terms of a notice of proxy or power of attorney shall be valid notwithstanding the previous death or unsoundness of mind of the principal or revocation of the instrument or of the authority under which the instrument was executed, if no intimation in writing of such death, unsoundness of mind or revocation as aforesaid has been received by the Secretary before the commencement of the meeting or adjourned meeting at which the instrument is used.

48. **SPECIAL RESOLUTIONS**

48.1 A special resolution is a resolution which is passed by a majority of not less than three fourths of members who are entitled under these rules to vote and vote in person or by proxy or by attorney at a General Meeting of which notice specifying the intention to propose the resolution as a special resolution has been given in accordance with these rules.

48.2 At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the chairperson that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with these rules.

49. **PRESIDING MEMBER**

49.1 The President of the Executive or in the President's absence, a Vice-President shall preside as chairperson at every General Meeting of the Institute.

49.2 If the President and the Vice-Presidents are absent, or if at any meeting he or she is not present within fifteen (15) minutes after the time appointed for holding the meeting, or unwilling to act, the members of the Executive present shall choose one of their number to preside and if they do not do so, the members of the Institute present shall elect one of the Executive to preside, and if no member of the Executive present is willing to take the chair, the members present may elect one of their number to preside.

49.3 The chairperson of a General Meeting at which a quorum is present may with consent of the majority of members present at the meeting in person or by proxy or by attorney adjourn the same from time to time and from place to place but no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

49.4 Where a meeting other than a meeting adjourned for want of a quorum is adjourned for more than fourteen (14) days, the Secretary shall give notice of the adjournment to the members stating the place, date and time of the meeting and the nature of the business to be transacted.

49.5 Except as provided in sub-rules 48.3 and 48.4, notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

50. **DISCLOSURE OF INTEREST**

50.1 Any member of the Executive who has any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Executive shall, as soon as he becomes aware of his interest, disclose the nature and extent of his interest to the Executive.

50.2 A member of the Executive who has an direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Executive shall not take part in any deliberations or decisions of the Executive with respect to that contract.

50.3 Any office bearer, including the Secretary, and any other person who is deployed in the capacity of providing advice to the Executive must make formal disclosure of any conflict of interest.

51. **PATRONS**

A Patron or Patrons of the Institute may be appointed at a General Meeting.

52. **ALTERATION OF OBJECTS AND RULES**

52.1 The statement of aims and objects and these rules may be added to, rescinded or altered only by a special resolution of the Institute at any Annual General Meeting or Special General Meeting.

52.2 Within one (1) month of the passing of a special resolution altering these rules, or such further time as the Commissioner may in a particular case allow, the Secretary shall lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Executive certifying that the resolution was duly passed as a special resolution and that the rules of the Institute as so altered conform to the requirements of the Act.

53. **FINANCE AND ACCOUNTS**

53.1 The funds of the Institute shall be derived from entrance fees and annual subscriptions of members, donations and, subject to any resolution passed by the Institute in general meeting, such other sources as the Executive determines.

53.2 All money received by the Institute shall be lodged as soon as practicable and without deduction to the credit of the Institute's bank account at a Bank approved by the Executive.

53.3 All cheques, draft bills of exchange, promissory notes and other negotiable instruments shall be signed by any two (2) of the following persons:

- (a) a member of the Executive; or
- (b) an employee of the Institute; authorised to do so by the Executive.

53.4 The Institute shall as soon as practicable after receiving any money issue an appropriate receipt.

53.5 Cheques, money orders, postal notes, or other instruments lodged for collection only on the Institute's banking account may be endorsed by the Secretary or other person so authorised by the Executive.

53.6 All payments from the funds of the Institute shall be authorised by the Executive or the Institute in general meeting, provided that it shall be competent for the Executive to make the Secretary or other approved officer a petty cash advance of an amount to be decided upon by the Executive.

54. **CUSTODY OF BOOKS AND DOCUMENTS**

All records, books, securities, documents and papers of the Institute other than such (if any) as the Executive may direct in writing to be kept elsewhere shall be kept in the custody or under the control of the Secretary and the Secretary shall keep an inventory of the same.

55. **BANK ACCOUNTS**

55.1 The bank accounts of the Institute may be operated upon by the Treasurer and any one of the President, Vice-Presidents or Secretary or, in the event that the Treasurer is unavailable, by any two office bearers.

55.2 Prior to the Annual General Meeting the Treasurer will obtain and prepare the necessary forms for change of signatures of bank accounts so that any changes that may take place at Annual General Meetings can be effected.

56. **INSPECTIONS OF BOOKS, ETC.**

The records, books and other documents of the Institute shall be open to inspection, free of charge, by a member of the Institute at any reasonable hour.

57. **RULES TO BE AVAILABLE**

57.1 The Executive shall keep and maintain in an up to date condition the rules of the Institute and, upon the request of a member shall make the rules available for inspection by the

member and the member may make a copy of or take an extract from the rules but shall have no right to remove the rules for that purpose.

57.2 Business rules made by the Executive from time to time for the routine management of business affairs.

58. AUDIT

58.1 At least once in each Financial Year of the Institute the accounts of the Institute shall be examined by the auditor.

58.2 One or more auditors, who shall be qualified accountants, shall be appointed at each Annual General Meeting to hold office until the next-Annual General Meeting.

58.3 If an appointment is not made at an Annual General Meeting, the Executive shall appoint Auditors of the Institute for the current year.

58.4 A member of the Executive or employee of the Institute shall not be capable of being appointed Auditor of the Institute.

58.5 A person, other than a retiring Auditor, shall not be capable of being appointed auditor at an Annual General Meeting unless notice of an intention to nominate that person to the office of Auditor has been given by a Financial member of the Institute not less than twenty eight (28) days before the Annual General Meeting, and the Institute shall send a copy of any such notice to the retiring Auditor.

58.6 The Executive may fill any casual vacancy in the office of Auditor, but while any such vacancy continues the surviving or continuing Auditor or Auditors, if any, may act

58.7 The remuneration of the Auditors of the Institute shall be fixed by the Institute in General Meeting, except that the remuneration of any auditors appointed by the Executive may be fixed by the Executive.

58.8 The Secretary or Treasurer shall cause to be delivered to the Auditor a list of all the accounts, books and records of the Institute.

58.9 The Auditors shall have a right of access to all books, accounts, vouchers, securities and documents of the Institute, and to be furnished with such information and explanation by the members of the Executive and employees as may be necessary for the performance of their duties as Auditors.

58.10 The Books of the Institute shall be audited as early as possible after the close of each Financial Year and the Auditors shall submit their report to the Annual General Meeting of the Institute.

59. SOLICITOR

The Executive shall have power to retain solicitors and to obtain legal advice and assistance as it deems necessary from time to time;

60. SERVICE OF NOTICES AND DOCUMENTS

60.1 For the purpose of these rules official notices and communications shall be made via the members individual preferred means including surface mail, facsimile, email, registered mail and where the cost forwarding such notes attracts a fee above that of normal mail or telephone the cost shall be borne by the member.

60.2 Where a document is sent by post, service of the notice shall be deemed to be effected by properly addressing, pre-paying and posting a letter containing the document, and to have been effected at the time at which the letter would be delivered in the ordinary course of the post.

60.3 Neither an accidental omission to give a notice of any kind required or permitted under these rules whether in relation to a General Meeting, a meeting of the Executive or otherwise nor the non-receipt of a notice invalidates a resolution or other proceeding.

61. LIMITATION OF ACTIONS

61.1 A decision of the Executive and a decision of the Institute in General Meeting shall be final and shall not be quashed or called into question by any court, tribunal or otherwise.

61.2 No member who has been expelled or whose membership has been terminated, shall have any right of action whether at law or in equity or any other remedy whatsoever against the Institute, the Executive, or any member thereof, or any Officer or employee of the Institute by reason of such expulsion or termination or by reason of any act done or notice given or action to be done or given consequent on or incidental to such expulsion or termination

62. INDEMNITY

Every member of the Executive and every officer and servant of the Institute shall be indemnified by the Institute against all loss, losses and expenses which such member, officer or servant shall properly incur or become liable for by reason of any contract entered into or any act or thing done by him in the exercise of his duties in accordance with these rules.

63. INTERPRETATION OF THE RULES

Subject to rule 2 the interpretation of these rules shall be in the sole determination of the Executive whose decision shall only be set aside by resolution carried at a General Meeting of the members at which notice of intention to move to set aside such determination shall have been given in writing to the Executive seven (7) clear days before such meeting.

64. ADOPTION OF RULES

These rules shall become the rules of the Institute and any other rules then in existence shall automatically lapse upon it being passed in accordance with rule 52.

65. COMPLAINTS AGAINST MEMBERS

65.1 Complaints which comply with the requirements of this rule may be investigated by the Executive:

- (a) the complaint is against a member of the Institute;
- (b) the complaint is properly a matter for the Executive having regard to the Institute's objects and aims;
- (c) the complainant has submitted a written complaint to the member involved stating clearly the specific matter complained of;
- (d) the complaint has been submitted to the Executive in writing,
- (e) no legal action is pending by any party in respect of the matter complained of;
- (f) the member involved has failed to resolve the matter to the satisfaction of the complainant within a reasonable period of time being not less than thirty (30) days; the Executive agrees that the nature of the complaint warrants investigation for the benefit of the Institute.

65 Any investigation elected to be undertaken by the Executive shall be carried out in accordance with this rule:

- (a) the Executive shall appoint at least one of its number, and one other member (which member need not be a member of the Executive) as a sub-committee to investigate the matter,
- (b) at least one member of the sub-committee shall be a specialist in the area to which the complaint relates;
- (c) both members of the sub-committee shall be in a position to assess fairly and without bias the subject of the complaint and neither member shall have any interest, pecuniary or otherwise, in the outcome of the complaint;
- (d) the sub-committee shall forthwith request in writing that the member meet with the sub-committee within a period of no longer than thirty (30) days;
- (e) at that meeting the sub-committee shall attempt to arrive at a resolution of the matter which is satisfactory to both parties;
- (f) if a satisfactory resolution is not achieved at that meeting the subcommittee shall prepare a report for submission to the Executive containing recommendations for further action ; at its next meeting the Executive may resolve to recommend a course of action which shall be conveyed in writing to the member, which course of action may include that the member be suspended or expelled from the Institute pursuant to rule 25;
- (h) the Executive may at any time refer the complaint to any other person or body for resolution of the matter; and
- (i) if, in the opinion of the Executive, a satisfactory resolution of the complaint requires assistance from members, every endeavour shall be made to obtain such assistance.

66. DISSOLUTION

66.1 If at any General Meeting a resolution for the dissolution of the Institute shall be passed by a majority of the members present and such resolution shall, at a Special General Meeting, held not less than one (1) month thereafter, be confirmed by special resolution the Executive shall thereupon or at such a future date as shall be specified in such resolution proceed to realise the property of the Institute, and after the discharge of all liabilities shall effect the distribution to the following nominated charities:

- (a) Association of Blind of Western Australia (Inc.)
- (b) Princess Margaret Children's Hospital
- (c) Deaf Society of WA (Inc.)
- (d) Multiple Sclerosis Society of WA Inc.

66.2 The Secretary shall cause a copy of a special resolution referred to in rule 63.1 to be lodged with the Commissioner within fourteen (14) days after the passing of the resolution.

66.3 Dissolution of the Institute pursuant to this rule shall take effect:

- (a) seven (7) days after the distribution of the surplus property is completed; or
- (b) if there is no surplus property, fourteen (14) days after a copy of the resolution is lodged with the Commissioner.