



Esperance  
**LOTTERIES  
HOUSE**

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# CONSTITUTION

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AUGUST 6, 2021  
ESPERANCE LOTTERIES HOUSE ASSOCIATION INC.  
3 FORREST STREET ESPERANCE WA 6450

# ESPERANCE LOTTERIES HOUSE ASSOCIATION INC. RULES OF ASSOCIATION

## 1 Name of Association

The name of the Association is ESPERANCE LOTTERIES HOUSE ASSOCIATION INC.

## 2 Definitions

In these rules, unless the contrary intention appears -

“**annual general meeting**” is the meeting convened under paragraph (b) of rule 17 (1);

“**appointee**” means a natural person referred to in rule 20(2);

“**Associate member**” means a not-for-profit institution, association, club, society, organisation, body or natural person who shall not be a tenant of the Premises and shall not be eligible to vote at the AGM;

“**Board meeting**” is a meeting referred to in rule 16;

“**convene**” means to call together for a formal meeting;

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

“**Director**” means person(s) referred to in rule 10(1);

“**Elected Director**” means person(s) from the Association’s membership elected to serve on the Board of Management, who have the right to vote at meetings of the Board, but have no voting rights at the AGM;

“**Eligible Organisation**” has the meaning given by Section 19 of the Lotteries Commission Act 1990 as amended and means;

- (a) An institution, association, club, society, organisation or body, whether incorporated or not-
  - (i) That is not a Minister of the Crown in right of the State, Government department, State trading concern, State instrumentality or State public utility; and
  - (ii) That is not operated for the purpose of profit or financial gain to individual members, shareholders or owners;

or

- (b) A local government or regional local government

“**financial year**” means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“**general meeting**” means a meeting to which all members are invited;

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**"Independent Director"** means person(s) co-opted to the Board with specific expertise who have the right to vote at meetings of the Board, but have no voting rights at the AGM;

**"ordinary resolution"** means resolution other than a special resolution;

**"poll"** means voting conducted in written form (as opposed to a show of hands);

**"premises"** means the premises at Lot 3 Forrest Street, Esperance established by the Lotteries Commission as a Lotteries House and any other premises that may be invested in the Association in addition to or instead of those premises;

**"special general meeting"** means a general meeting other than the annual general meeting;

**"special resolution"** has the meaning given by section 51 of the Act.

**"the Act"** means the Associations Incorporation Act 2015;

**"the Association"** means the Association referred to in rule 1;

**"the Board"** means the Board of Management referred to in rule 10 (1);

**"the Chair"** means-

- (a) in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10 (1) or a member elected by the other persons present;

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

**"the Secretary"** means the Secretary referred to in paragraph (c) of rule 10 (1);

**"the tenant"** means an Eligible Organisation defined above.

**"the Treasurer"** means the Treasurer referred to in paragraph (d) of rule 10 (1);

**"the Trust Deed"** means the Trust Deed made on 26 February 1996 between Esperance Lotteries House Association Inc. and the Lotteries Commission.

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### 3 Objects of Association

(1) The objects of the Association are-

To provide, maintain and manage non-residential accommodation at the Premises for the exclusive use of Eligible Organisations, as defined in section 19 of the Lotteries Commission Act 1990 as amended, for ~~benefit~~ or charitable purposes;

To provide, maintain and manage facilities and services at the Premises for use by approved organisations;

To act as trustee of any property or funds settled on trust for the furtherance of any of the objects of the Association; and

To support the members' community work for the benefit of individuals who are disadvantaged.

(2) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

(3) A payment may be made to a member out of the funds of the Association only if it is authorised under sub-rule (4).

(4) A payment to a member out of the funds of the Association is authorised if it is-

- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
- (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
- (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

### 4 Powers of Association

Except to the extent that the following powers contravene the Trust Deed between the Lotteries Commission and Esperance Lotteries House Association Inc., (26 February 1996) the powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may –

- (a) acquire, hold, deal with, and dispose of any real or personal property;
- (b) open and operate bank accounts;
- (c) invest its money -
  - (i) in any security in which trust monies may lawfully be invested; or
  - (ii) in any other manner authorised by the rules of the Association;
- (d) borrow money upon such terms and conditions as the Association thinks fit;
- (e) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (f) appoint agents to transact any business of the Association on its behalf;
- (g) enter into any other contract it considers necessary or desirable; and

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

**5 Qualifications for membership of Association**

- (1) There are two types of membership:
  - (a) Associate member; and
  - (b) Independent member.
- (2) To be eligible for membership, applicants must support the mission, vision, and values of the Association and meet the eligibility requirements of the category of membership applied for.
- (3) Associate membership may be granted by the Board following an application in writing. Associate members shall not be a tenant or occupant of the Premises and shall not have the right to vote at meetings of the Association.
- (4) A person co-opted by the Board to serve as a Director shall be granted Independent membership as a result of such appointment. No membership fee shall be levied against an Independent member and they shall have no right to vote at meetings of the Association, other than at Board meetings during their term of service.
- (5) The Directors must consider each application for membership made at a Board meeting and must at the Board meeting or the next Board meeting accept or reject that application.
- (6) An applicant whose application for membership of the Association is rejected must, if he or she wishes to appeal against that decision, give notice to the Secretary of his or her intention to do so within a period of 14 days from the date he or she is advised of the rejection.
- (7) When notice is given the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the general meeting.

**6 Register of members of Association**

- (1) The Secretary, or another person authorised by the Board, is responsible for the requirements imposed on the Association under section 53 of the Act to maintain the register of members and record in that register any change in the membership of the Association.
- (2) In addition to the matters referred to in section 53(2) of the Act, the register of members must include the class of membership to which each member belongs and the date on which each member becomes a member.
- (3) The register of members must be kept at the Premises, or at another place determined by the Board.
- (4) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (5) If -
  - (a) a member inspecting the register of members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
  - (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the register of members,

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.

**7 Subscriptions of members of Association**

- (1) The members may from time to time at a general meeting determine the amount of the subscription to be paid by each member.

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(2) Each member must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under sub-rule (1).

(3) Subject to sub-rule (4), a member whose subscription is not paid within three months after the relevant date fixed by or under sub-rule (2) ceases on the expiry of that period to be a member, unless the Board decides otherwise.

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(4) A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under sub-rule (2) or within three months thereafter, or such other time as the Board allows.

**8 Termination of membership of the Association**

Membership of the Association may be terminated upon -

- (a) receipt by the Secretary or another Director of a notice in writing from a member of his or her resignation from the Association.

Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or

- (b) non-payment by a member of his or her subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 7 (3); or
- (c) expulsion of a member in accordance with rule 9.

**9 Suspension or expulsion of members of Association**

(1) The Board may decide to suspend a member's membership or to expel a member from the Association if -

- (a) the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Association.

(2) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.

(3) The notice given to the member must state -

- (a) when and where the Board meeting is to be held; and the grounds on which the proposed suspension or expulsion is based; and
- (b) that the member, or the member'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 proposed suspension or expulsion;

(4) At the Board meeting, the Board must -

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made; and
- (c) decide -
- (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension;

or

- (ii) whether or not to expel the member from the Association.

(5) A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.

(6) The Board must give the member written notice of the Board's decision, and the reasons for the

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decision, within 7 days after the Board meeting at which the decision is made.

(7) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under sub-rule (6), give written notice to the Secretary requesting the appointment of a mediator under rule 25.

(8) If notice is given under sub-rule (7), the member who gives the notice and the Board are the parties to the mediation.

### **9A Consequences of suspension**

(1) During the period a member's membership is suspended, the member -

- (a) loses any rights (including voting rights) arising as a result of membership; and
- (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.

(2) When a member's membership is suspended, the Secretary must record in the register of members -

- (a) that the member's membership is suspended; and
- (b) the date on which the suspension takes effect; and
- (c) the period of the suspension.

(3) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

### **10 Board of Management**

(1) Subject to sub-rule (9), the affairs of the Association will be managed exclusively by a Board consisting of up to nine Directors in total including no more than five Elected Directors and no more than four Independent Directors, with the Board appointing in accordance with sub-rule (12)

- (a) a Chair,
- (b) a Secretary, and
- (c) a Treasurer.

(2) Up to five Directors may be elected from the members of the Association at an annual general meeting or appointed under sub-rule (8).

Subject to sub-rule (8), a Director's term shall be for three years from his or her election at an annual general meeting until the election referred to in sub-rule (2) at the next annual general meeting after his or her election. He or she is eligible for re-election to membership of the Board for up to one additional three-year terms.

(3) Up to four Independent Directors may be appointed by the Board. Independent Directors shall be person(s) from the community having specific professional expertise required by the Board. Independent Directors may be appointed by the Board at any time, for a term of up three years. The Board may appoint an Independent Director for a second term of up to three years.

(4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Board unless that person has participated in a transparent application review process administered by the Board. Persons from the membership nominating for election to the Board must do so by delivering notice in writing of that nomination to the Secretary not less than 28 days before the day on which the annual general meeting is to be held, signed by -

- (a) the member nominating him / her for election, and
- (b) the nominee, to signify his or her willingness to stand for election,



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(5) A person who is eligible for election or re-election under this rule may propose or second himself or herself for election or re-election.

(6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Board does not exceed the number of vacancies in that membership to be filled -

- (a) the Secretary must report accordingly to; and
- (b) the Chair must declare those persons (excluding any persons whose nominations have been rejected pursuant to sub-rule (5) to be duly elected as members of the Board at the annual general meeting concerned.

(7) If vacancies remain on the Board after the declaration under sub-rule (6), additional Directors may be appointed according to sub-rule (8).

(8) If a vacancy remains on the Board following the AGM, or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Board –

- (a) the Board may appoint a member to fill that vacancy; and
- (b) a member appointed under this sub-rule will-
  - (i) hold office until the election referred to in sub-rule (2); and
  - (ii) be eligible for election to membership of the Board, at the next following annual general meeting.

(9) The Board may delegate, in writing, to one to more sub-committees (consisting of such member or members of the Association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than -

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Board by the Act or any other law.

(10) Any delegation under sub-rule (9) may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.

(11) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (9).

(12) A Board meeting shall be held within 5 business days of the conclusion of each annual general meeting, for the purpose of electing from among the members of the Board, a Chair, a Deputy Chair, a Secretary and a Treasurer. Prior to the election of a Chair, the meeting shall be chaired by a person selected by the meeting.

## **11 Chair**

(1) Subject to this rule, the Chair must preside at all general meetings and Board meetings.

(2) In the event of the absence of the Chair from a Board or General Meeting, the meeting shall be held at a more appropriate time to the Chair.

(3) A Director shall be eligible for re-election to the position of Chair for a maximum of four consecutive years.

## **12 Secretary**

The Secretary has the following duties -

- (a) dealing with the Association's correspondence;

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- (b) consulting with the Chair regarding the business to be conducted at each Board meeting and general meeting;
- (c) preparing the notices required for meetings and for the business to be conducted at meetings;
- (d) unless another member is authorised by the Board to do so, maintaining on behalf of the Association the register of members, and recording in the register any changes in the membership, as required under section 53(1) of the Act;
- (e) maintaining on behalf of the Association an up-to-date copy of these rules, as required under section 35(1) of the Act;
- (f) unless another member is authorised by the Board to do so, maintaining on behalf of the Association a record of Board members and other persons authorised to act on behalf of the Association, as required under section 58(2) of the Act;
- (g) ensuring the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association;
- (h) maintaining full and accurate minutes of Board meetings and general meetings;
- (i) carrying out any other duty given to the Secretary under these rules or by the Board.

### **13 Treasurer**

The Treasurer has the following duties -

- (a) ensuring that any amounts payable to the Association are collected and issuing receipts for those amounts in the Association's name;
- (b) ensuring that any amounts paid to the Association are credited to the appropriate account of the Association, as directed by the Board;
- (c) ensuring that any payments to be made by the Association that have been authorised by the Board or at a general meeting are made on time;
- (d) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;
- (e) ensuring the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (f) coordinating the preparation of the Association's financial report before its submission to the Association's annual general meeting;
- (g) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;
- (h) carrying out any other duty given to the Treasurer under these rules or by the Board.

### **14 Auditor**

The Board shall appoint an Auditor who is either a Chartered Accountant or a member or associate member of the Australian Society of Certified Practising Accountants.

The auditor shall at all reasonable times have access to the Association's accounts and records and may examine the same and report therein, so as to exhibit a true and correct view of the Association's finances at every annual general meeting.

The auditor shall not be a member of the Association for the year of the audit.

### **15 Casual vacancies in membership of the Board of Management**

A casual vacancy occurs in the office of a Director and that office becomes vacant if the Director -

- (a) dies;

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- (b) resigns by notice in writing delivered to the Chair or, if the Director is the Chair to the Board and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than -
  - (i) three consecutive Board meetings; or
  - (ii) three Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;  
  
of which meetings the member received notice, and the Board has resolved to declare the office vacant;
- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Director.

**16 Proceedings of Board of Management**

- (1) The Board must meet together for the dispatch of business not less than six times in each year and the Chair, or at least half the members of the Board, may at any time convene a meeting of the Board.
- (2) Each Director has a deliberative vote.
- (3) A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board meeting will have a casting vote in addition to his or her deliberative vote.

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- (4) At a Board meeting a majority of the Directors constitutes a quorum. If a quorum is not present at the meeting the person presiding at the Board meeting can take the vote to the Board through electronic communication. It is essential that all Directors are notified of this action and all Directors are included in all emails and that the Secretary record the discussions, decision and voting in accordance with rule 12(h).
- (5) Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Directors present at the Board meeting.
- (6) A Director having any direct or indirect material personal interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that material personal interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must -
- (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
  - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (7) Sub-rule (6) (a) does not apply with respect to a material personal interest that exists only by virtue of the fact that the member of the Board is an employee of the Association.
- (8) Board meetings may be conducted in person or by electronic means including but not limited to telephone conference and email.
- (9) The Secretary must cause every disclosure made under sub-rule (6) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

**17 General meetings**

- (1) The Board of Management -
- (a) must conduct one general meeting per year and may at any time convene a special general meeting;
  - (b) must convene annual general meetings within the time limits provided for the holding of such meetings by section 50(3) of the Act, that is, in every calendar year within six months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner.
  - (c) must, within 30 days of receiving a request in writing to do so from not less than 20% of its members, convene a special general meeting for the purpose specified in that request.

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- (d) must, after receiving a notice under rule 5 (8), convene a general meeting, no later than the next annual general meeting, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next annual general meeting in relation to the Board's rejection of his or her application and the Association at that meeting must confirm or set aside the decision of the Board.
- (2) The members making a request referred to in sub-rule (1) (c) must-
  - (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- (3) If a special general meeting is not convened within the relevant period of 30 days referred to in sub-rule (1) (c), the members who made the request concerned may themselves convene a special general meeting as if they were the Board.
- (4) When a special general meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the special general meeting.
- (5) Subject to sub-rule (7), the Secretary must give to all members not less than 14 days' notice of a special general meeting and that notice must specify-
  - (a) when and where the general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (6) Subject to sub-rule (7), the Secretary must give to all members not less than 21 days' notice of an annual general meeting and that notice must specify-
  - (a) when and where the annual general meeting is to be held;
  - (b) the particulars and order in which business is to be transacted, as follows-
    - (i) first, the consideration of the accounts and reports of the Board;
    - (ii) second, the election of Directors to replace outgoing Directors; and
    - (iii) third, any other business requiring consideration by the Association at the general meeting.
- (7) A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (8) The Secretary must give a notice under sub-rule (5), (6) or (7) by-
  - (a) serving it on a member personally; or

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- (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under rule 6.

(9) When a notice is sent by post or email under sub-rule (8) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

**18 Quorum and proceedings at general meetings**

(1) At a general meeting at least one third of members present in person or via proxy constitute a quorum.

(2) If within 30 minutes after the time specified for the holding of a general meeting in a notice given under rule 17 (5) or (6)-

- (a) as a result of a request or notice referred to in rule 17 (1) (c) or as a result of action taken under rule 17 (3) a quorum is not present, the general meeting lapses; or
- (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the general meeting stands adjourned to the same time on the same day in the following week and to the same venue.

(3) If within 30 minutes of the time appointed by sub-rule (2) (b) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.

(4) The Chair may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.

(5) There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.

(6) When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 17 of the adjourned general meeting as if that general meeting were a fresh general meeting.

(7) At a general meeting-

- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule (9); and
- (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (9) and (11).

(8) A declaration by the Chair of a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (9).

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(9) At a general meeting, a poll may be demanded by the Chair or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chair directs.

(10) If a poll is demanded and taken under sub-rule (9) in respect of an ordinary resolution, a declaration by the Chair of the result of the poll is evidence of the matter so declared.

(11) A poll demanded under sub-rule (9) must be taken immediately on that demand being made.

## **19 Minutes of meetings of Association**

(1) The Secretary must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered within 30 days after the holding of each general meeting or Board meeting, as the case requires, in a minute book kept for that purpose.

(2) The Chair must ensure that the minutes taken of a general meeting or Board meeting under sub-rule (1) are checked and signed as correct by the Chair of the general meeting or Board meeting to which those minutes relate or by the Chair of the next succeeding general meeting or Board meeting, as the case requires.

(3) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that-

- (a) the general meeting or Board meeting to which they relate (in this sub- rule called "the meeting") was duly convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

## **20 Rules of Association**

(1) The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in Part 3 Rules, Division 2, sections 30-34 of the Act 2015;

- (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution but not otherwise;
- (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must 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 Board certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act;
- (c) An alteration of the rules of the Association does not take effect until sub-rule (1) (b) is complied with;
- (d) An alteration of the rules of the Association having effect to change the name of the association does not take effect until sub-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the change of name;
- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until sub- rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes
- (f) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

## **21 Common seal of Association**

(1) The Association must have a common seal on which its corporate name appears in legible

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characters.

(2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 19.

(3) The affixing of the common seal of the Association must be witnessed by any two of the Chair, the Secretary and the Treasurer.



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(4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

**22 Inspection of records, etc. of Association**

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

**23 Disputes and mediation**

- (1) The grievance procedure set out in this rule applies to disputes under these rules between-
- (a) a member and another member; or
  - (b) a member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
  - (d) for the purpose of rule 23, a member includes a person who ceased to be a member within 6 months before the dispute has come to the attention of each party to the dispute.
- (2) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (4) The mediator must be-
- (a) a person chosen by agreement between the parties; or
  - (b) in the absence of agreement-
    - (i) in the case of a dispute between a member and another member, a person appointed by the Board of the Association;
    - (ii) in the case of a dispute between a member or relevant non-member (as defined by sub-rule (1) (c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (5) A member of the Association can be a mediator.
- (6) The mediator cannot be a member who is a party to the dispute.
- (7) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

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- (8) The mediator, in conducting the mediation, must-
- (a) give the parties to the mediation process every opportunity to be heard;
  - (b) allow due consideration by all parties of any written statement submitted by any party; and
  - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (9) The mediator must not determine the dispute.
- (10) The mediation must be confidential and without prejudice.
- (11) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

**24 Distribution of surplus property on winding up of Association**

If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

**25 Indemnity**

Members of the Board of Management, past or present shall not be liable for anything done or omitted to be done when acting in good faith or for the actions of any other member. Members of the Board of Management and members appointed to Boards will be indemnified by the Association against all costs.

**28. Using technology to hold Board meetings, annual general meetings and special general meetings**

- (1) The presence of a Director at a Board meeting need not be by attendance in person but may be by that Director and each other Director at the meeting being simultaneously in contact by telephone, video conference or other means of instantaneous communication.
- (2) A Director who participates in a Board meeting as allowed under sub-rule (1) is taken to be at the meeting and, if the Director votes at the meeting, the Director is taken to have voted in person.
- (3) An annual general meeting or special general meeting may take place by the use of any technology (such as video or teleconferencing) that is agreed to by all members, if it reasonably allows each member to participate fully in discussions and decisions as they happen in the annual general meeting or special general meeting, and provided that the participation of each member is made known to all other members in attendance.
- (4) A member who participates in an annual general meeting or special general meeting as set out in sub-rule (3):
- (a) is deemed to be present at the annual general meeting or special general meeting; and
  - (b) continues to be present at the annual general meeting or special general meeting for the purposes of establishing a quorum, until the member notifies the other members that they are no longer taking part in the annual general meeting or special general meeting.