

WESTERN AUSTRALIA

OATHS, AFFIDAVITS AND STATUTORY DECLARATIONS ACT 2005

STATUTORY DECLARATION

I, Dympna Eade (Finance Manager)

Parkerville Children and Youth Care Inc

{name, address and occupation of person making declaration}

sincerely declare as follows:-

Parkerville Children and Youth Care Inc is a non-government, not for profit organization operating under the Auspices of the Anglican Church which has been providing care and protection to children and youth in need since 1903. The property 21 Annunui street, Lot No 696, Volume 2610, Folio 562, A632164 is to be used to provide out of home care for children and will be run on a not for profit basis. We have been endorsed as public benevolent institution and an income exempt charitable entity by the Australian Taxation office.

{insert content of the statutory declaration; use numbered paragraphs if content is long}

This declaration is true and I know that it is an offence to make a declaration knowing that it is false in a material particular.

This declaration is made under the *Oaths, Affidavits and Statutory Declarations Act 2005*

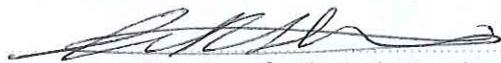
at Midland WA 6056

{place}

on 29th April 2016

{date}

in the presence of -



{Signature of authorised witness}

RUWAN SILVA

FIPA - Institute of Public Accountant

{Name of authorised witness and qualification as such a witness}

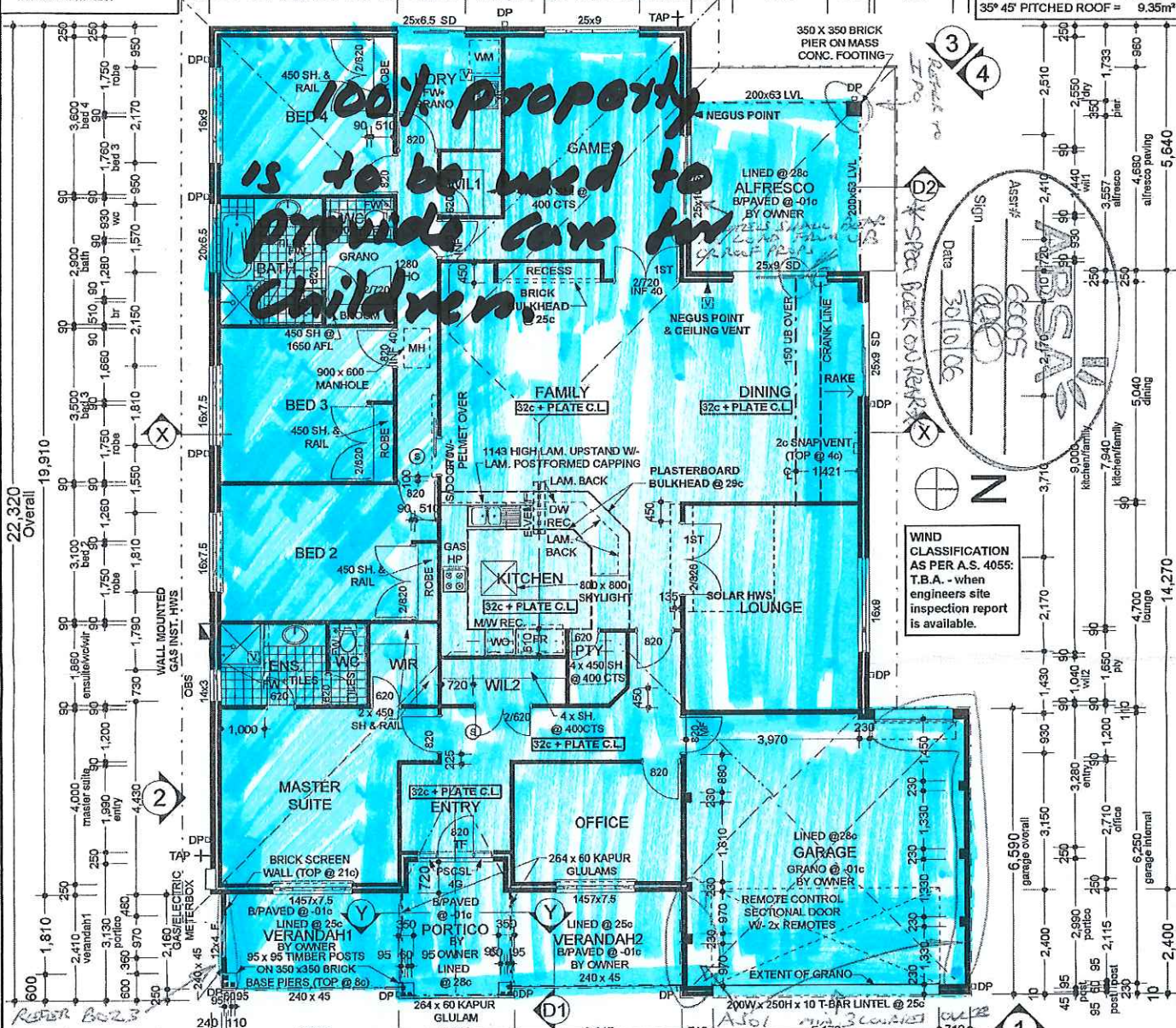
by



{Signature of person making the declaration}

NOTE:

- TOP OF FOOTINGS FOR PIERPOSTS TO CARPORT, VERANDAH & PORCH ARE TO BE 2c BELOW FINISHED PAVING LEVEL.
- LOCATION OF DOWN PIPES IS INDICATIVE ONLY & MAY BE CHANGED AT BUILDERS DISCRETION.
- PROVIDE HOOP IRON HOLDING DOWN STRAPS TO AS 4055.
- CLAY BRICKS TO ALL INTERNAL WALLS.



FLOOR PLAN 1:100

NOTE:

- STANDARD 230x110x76 FACE BRICK TO EXTERNAL WALLS.
- FLYSCREENS & KEYLOCKS TO ALL ALUMINIUM WINDOWS AND SLIDING DOORS.
- R2.5 INSULATION TO FLAT AND RAKING CEILING AREAS OF HOUSE ONLY.

FINAL PLANS THIS IS ONE OF THE DRAWINGS REFERRED TO IN THE CONTRACT. DATED: 24-10-06		Sub-contractors to verify all dimensions on site. OWNER: J. TURNER BUILDER: J. TURNER WITNESS:		ADDRESS: LOT 696, FREEDOM STREET, WANDINA 27/5/03 9 JAN 2007	
JOB # 16367GTN REVISION DATE 02 24-10-06		SHEET 1 OF 7 16367GTN		SPECIAL BUILDERS MIDWEST GERALDTON Cnr Foreman Drive & Baily Street, Geraldton, W.A. 6531. Telephone: (08) 9564 5001. Facsimile: (08) 9564 5003. P.O. Box 567, Geraldton, W.A. 6531.	
REV	VO #	DRN	DATE	CHK	
01	SITING	MS	05-09-06	RG	
02	PS-VO 01-15	MS	24-10-06	PJS	

Ground floor		
Location	Area (m ²)	Perimeter (m)
1. HOUSE	259.130	71.480
2. GARAGE	42.510	26.360
3. ALFRESCO	21.900	18.720
4. PORTICO	7.920	11.540
5. VDAH1	8.800	12.470
6. VDAH2	8.310	12.010
	348.570	152.580

ROOF AREA(S) ON FLAT:
 Ground Floor
 6° 48' PITCHED ROOF = 18.75m²
 20° 49' PITCHED ROOF = 350.68m²
 35° 45' PITCHED ROOF = 9.35m²

WIND CLASSIFICATION AS PER A.S. 4055: T.B.A. - when engineers site inspection report is available.

NOTE:

- METAL CORNER BEADS TO ALL TRAFFICABLE PLASTERED CORNERS ON INTERNAL WALLS.
- ALL INTERNAL DOORS ARE TO BE CORINTHIAN STANFORD.
- PROVIDE FULL INTERNAL WALL PAINTING.
- PROVIDE 60MM MDF BULLNOSE SKIRTING BOARDS THROUGHOUT.



T (08) 9295 4400
 F (08) 9295 4099
 E admin@parkerville.org.au
 W www.parkerville.org.au
 A Beacon Road Parkerville WA 6081

15 March 2016

Mr Ken Diehm
 Chief Executive Officer
 City of Greater Geraldton
 PO Box 101
 GERALDTON WA 6531

COPY

Dear Mr Diehm

Parkerville Children and Youth Care Inc. has recently purchased a property at 21 Awanui Street, Wandina that will be used as a Family Group Home. This home will be operated by Parkerville Children and Youth Care, a not-for-profit Organisation, to provide a safe and nurturing environment for the children who have been abused or neglected and cannot live with their family.

The Home will be staffed by a full-time, live-in specialist carer to deliver a supportive family-like environment to heal the traumatic impact of abuse. The carer will also receive assistance from additional services and programme staff.

This will allow the children to develop a sense of family life including the provision of home routines and normal childhood experiences including attending local schools and being involved with community sporting and recreational activities.

The carers and children living in the home will make every effort to be good neighbours and to become a positive part of your community.

If you have any queries or concerns, please contact me on 08 9290 1200 or email me at jcollins@parkerville.org.au.

Yours sincerely

Jo Collins
 Director, Out of Home Care Services

WESTERN



AUSTRALIA

RECORD OF CERTIFICATE OF TITLE
UNDER THE TRANSFER OF LAND ACT 1893

REGISTER NUMBER	
696/DP48096	
DUPLICATE EDITION	DATE DUPLICATE ISSUED
3	21/8/2006

VOLUME
2610FOLIO
862

The person described in the first schedule is the registered proprietor of an estate in fee simple in the land described below subject to the reservations, conditions and depth limit contained in the original grant (if a grant issued) and to the limitations, interests, encumbrances and notifications shown in the second schedule.

REGISTRAR OF TITLES

**LAND DESCRIPTION:**

LOT 696 ON DEPOSITED PLAN 48096

REGISTERED PROPRIETOR:
(FIRST SCHEDULE)

PARKERVILLE CHILDREN AND YOUTH CARE INC OF BEACON ROAD, PARKERVILLE
(T N278827) REGISTERED 17 MARCH 2016

LIMITATIONS, INTERESTS, ENCUMBRANCES AND NOTIFICATIONS:
(SECOND SCHEDULE)

1. A865573 SUBJECT TO CERTAIN MINERAL AND OTHER RESERVATIONS AS SET OUT IN TRANSFER A865573 WHICH ARE IN ADDITION TO THOSE RESERVATIONS TO THE CROWN ALREADY CONTAINED IN THE ORIGINAL GRANT. REGISTERED 27.8.1974.
2. *N278828 MORTGAGE TO ANGLICAN COMMUNITY FUND (INC) REGISTERED 17.3.2016.

Warning: A current search of the sketch of the land should be obtained where detail of position, dimensions or area of the lot is required.

* Any entries preceded by an asterisk may not appear on the current edition of the duplicate certificate of title.

Lot as described in the land description may be a lot or location.

-----END OF CERTIFICATE OF TITLE-----

STATEMENTS:

The statements set out below are not intended to be nor should they be relied on as substitutes for inspection of the land and the relevant documents or for local government, legal, surveying or other professional advice.

SKETCH OF LAND: DP48096.
PREVIOUS TITLE: 2600-969.
PROPERTY STREET ADDRESS: 21 AWANUI ST, WANDINA.
LOCAL GOVERNMENT AREA: CITY OF GREATER GERALDTON.

NOTE 1: DUPLICATE CERTIFICATE OF TITLE NOT ISSUED AS REQUESTED BY DEALING M669143



Department of Consumer & Employment Protection
Government of Western Australia

WESTERN AUSTRALIA

Associations Incorporation Act 1987
(Section 18(6))

Registered No: A0250011U

**Certificate of Incorporation
on Change of Name**

This is to certify that

PARKERVILLE CHILDREN'S HOME

which was on the twenty-ninth day of June 1925
incorporated under the *Associations Incorporation Act 1987*
changed its name on the first day of June 2005 to:

PARKERVILLE CHILDREN AND YOUTH CARE INCORPORATED

Dated this first day of June 2005

Commissioner for Fair Trading

WESTERN AUSTRALIA
ASSOCIATIONS INCORPORATION ACT 1987
(Section 18(6))



Australian Taxation Office

Date of Issue
14 July 2000

Endorsement as a deductible gift recipient

Endorsement as a deductible gift recipient under Subdivision 30-BA of the *Income Tax Assessment Act 1997* is provided as detailed below.

Name	PARKERVILLE CHILDRENS HOME INC
Australian Business Number	86 437 092 401
Endorsement date of effect	1 July 2000
Provision for gift deductibility	item 1 of the table in section 30-15 of the <i>Income Tax Assessment Act 1997</i>
Item(s) in Subdivision 30-B of the <i>Income Tax Assessment Act 1997</i>	4.1.1 public benevolent institution

The fact that you have been endorsed, together with the date or period of effect, is entered in the public register maintained by the Australian Business Registrar.

Endorsement imposes certain obligations on the endorsed entity. The obligations include the maintenance of a gift fund, advising the ATO when entitlement to endorsement ceases, and inclusion of certain details on receipts. Each of these is explained in the ATO publication *Giftpack*. These obligations are imposed by sections 30-125, 30-160 and 30-228 of the *Income Tax Assessment Act 1997*.

Michael Carmody
Commissioner of Taxation and
Registrar of the Australian Business Register



Australian Taxation Office

Date of Issue
27 June 2000

Endorsement as an income tax exempt charitable entity

Endorsement as an income tax exempt charitable entity under Subdivision 50-B of the *Income Tax Assessment Act 1997* is provided as detailed below.

Name	PARKERVILLE CHILDRENS HOME INC
Australian Business Number	86 437 092 401
Endorsement date of effect	1 July 2000
Item(s) in Subdivision 50-5 of the <i>Income Tax Assessment Act 1997</i>	Item 1.1 - charitable institution

You are required to notify the Commissioner of Taxation should you cease to be entitled to endorsement as an income tax exempt charitable entity. This is a requirement of section 50-145 of the *Income Tax Assessment Act 1997*.

Michael Carmody
Commissioner of Taxation and
Registrar of the Australian Business Register



Australian
Charities and
Not-for-profits
Commission

THIS CERTIFIES THAT

Parkerville Children & Youth Care Inc

ABN:86 437 092 401

IS A REGISTERED CHARITY
AND HAS BEEN TRANSFERRED FROM THE

Australian Taxation Office

TO THE

Australian Charities and Not-for-profits Commission

ON THE DATE OF
3 December 2012

CERTIFIED BY

Susan Pascoe AM
Commissioner

Australian Charities and Not-for-profits Commission

Copy only. Original available on request

2006

CONSTITUTION

OF

PARKERVILLE CHILDREN AND YOUTH CARE INCORPORATED

**CONSTITUTION OF
PARKERVILLE CHILDREN AND YOUTH CARE (INCORPORATED)
[Incorporated under the Associations Act 1987 (WA)]**

1. NAME

The name of the association shall be "Parkerville Children and Youth Care Incorporated" (the Association).

2. OBJECTS

The objects of the Association to be carried out in accordance with Christian principles and teachings shall be to:

- (a) strive to protect, care for the most vulnerable and abused children and youth; and to provide a therapeutic environment that will assist their recovery and potential for growth by
 - (i) providing out of home care for children and youth at Parkerville campus and outreach homes in the metropolitan area;
 - (ii) establishing long term community placements for children and youth under our care;
 - (iii) working towards reunification (where appropriate) of children and youth to their natural homes;
 - (iv) creating a continuum of care services for children and youth who are unable to be returned to their natural home;
 - (v) providing outreach and community services for children and youth that will enable them to be supported in the community;
 - (vi) speaking on behalf of children and youth, including but not limited to, participation in and experimentation in the formulation and development of social policies at all community and government levels; and
 - (vii) promoting the interest of the Association and of children and youth in general.

3. MEMBERS OF THE ASSOCIATION

The members of the Association shall consist of the members of:

- (a) The Board of Directors; and
- (b) The Perth Diocesan Trustees

as appointed from time to time, unless the relevant member of the Board or the Perth Diocesan Trustees notifies the Chief Executive, in writing, that they do not wish to be a member of the Association.

4. BOARD

4.1 The Board of Directors shall consist of:

- (a) One member nominated by the Archbishop to be the Chairman who shall be a practicing communicant of the Anglican Church of Australia, unless the Archbishop agrees, in writing, to waive that requirement.
- (b) One member nominated by the Archbishop.
- (c) Three persons elected by Synod of the Diocese of Perth for a term of three years who shall be practicing communicants of the Anglican Church of Australia unless the Archbishop agrees to waive that requirement.
- (d) A maximum of six other persons appointed by the Diocesan Council of the Diocese of Perth (The Perth Diocesan Council) for a term of three (3) years.

4.2 Any casual vacancy in the membership of the Board shall be filled by the body which appointed that person as specified in Rules 4.1(b) to 4.1(d) inclusive.

The person so appointed shall remain a member of the Board for the balance of the term of the member replaced.

4.3 Any member of the Board absent for three consecutive ordinary meetings of the Board, without leave of the Board Chairman, shall forfeit their membership.

5. POWERS

The Association has all the powers of a natural person including to:

- (a) collect and raise funds and to receive gifts, bequests and devices of real and personal property to be applied for the purposes of the Association;
- (b) purchase, take on lease, build or otherwise acquire, maintain and alter any buildings or other property for the purposes of the Association;
- (c) appoint and make use of agents and attorneys and to delegate any of its powers to any person whether or not they be a member of the Association;
- (d) sell, exchange, lease, mortgage, charge, hire, dispose of or turn to account or otherwise deal with all or any part of the property of the Association;
- (e) invest and deal with the monies of the Association not immediately required in such securities and in such manner as may from time to time be determined;
- (f) borrow, raise or secure the payment of money in such manner as the Association shall think fit, including the issuing of debentures or debenture

stock, perpetual or otherwise, upon all or any of the Association's property both present and future and to redeem or pay off any such securities;

- (g) appoint, employ and pay officers, employees and servants of the Association and the same from time to time to suspend or dismiss;
- (h) give, donate or subscribe money or personal property of the Association and provide benefits in furtherance of the objects of the Association provided that the Association shall not have power to make any such gift, donation or subscription or provide any benefit to bodies, organisations or institutions which are not public benevolent institutions within the meanings of Section 78(1) of the Income Assessment Act, 1936 (as amended) and Section 8(5) of the Estate Duty Assessment Act, 1914-1974 or which are not bodies, organisations or institutions within the meaning of Section 12 of the Death Duty Assessment Act, 1973 (as amended) of Western Australia;
- (i) establish and maintain a scheme to make financial provision in respect of the retirement, invalidity or death of such members of the staff, officers and servants of the Association as the Board decides may be members of the scheme and as become such members;
- (j) execute the fulfillment of any contracts or engagements entered into by the Association;
- (k) execute in favour of any member of the Association or other person who may incur or be about to incur any personal liability for the benefit of the Association such guarantees or indemnities and to secure the same by mortgage of the property of the Association (present and future) in such manner as the Association may think fit and any such mortgage may contain a power of sale and such powers covenants and provisions as shall be agreed upon;
- (l) enter into transactions with other entities whereby the produce of the Association is disposed of for consideration to one or more of such entities;
- (m) hire out the services and facilities of the Association and to engage in such other activities as the Association deems fit on such terms and conditions as the Association deems fit;
- (n) do all such things as are necessary to carry out and exercise the objects and powers of the Association and also all such things as are necessary to carry on the ordinary business of the Association;
- (o) do all such other things as are, in the opinion of the Association, incidental or conducive to the attainment of any object of the Association.

6. POWERS OF THE VISITOR

The Archbishop shall be the Visitor of the Association and, as such, have and may exercise the powers which customarily relate to that office and the powers conferred on the Visitor by this Constitution, subject to any of those powers not contravening the Associations Incorporations Act 1987 (WA) and, in addition, shall have power to:

- (a) exercise the responsibilities of Visitor either personally or by a commissary as the Archbishop may from time to time determine;
- (b) grant, at the Archbishop's sole discretion, dispensation in all spiritual matters and to settle differences relating to questions of the doctrine and discipline of the Church that apply to the Association;
- (c) inspect the Association and the accounts of the Association and report thereon to Synod, the Board or the Chairman as the case may require; and
- (d) make recommendations to synod, the Board or the Chairman as the Visitor deems fit.

7. POWERS AND DUTIES OF THE BOARD

- (a) The Board shall exercise all the powers of the Association and manage the affairs of the Association and shall submit an annual report of its activities to the Perth Diocesan Council and to Synod.
- (b) The Board may make, amend or revoke rules and regulations for the internal government of the Association.
- (c) The Board may delegate its powers and duties to the Chief Executive, other than that specified in Rule 15.

8. CHIEF EXECUTIVE

There shall be a Chief Executive of the Association who shall be appointed by the Board, in full consultation with the Archbishop, and whose appointment shall be subject to the following conditions:

- (a) The appointment of the Chief Executive will be made only when the Archbishop has given written approval of the prospective appointee.
- (b) The terms and conditions of the appointment of the Chief Executive are determined by the Board.

9. DEPUTY CHAIRMAN

The Board shall appoint a Deputy Chairman from amongst the Board members to perform whatever duties and exercise whatever powers are vested in the Chairman by this Constitution from time to time. The Deputy Chairman may only exercise those powers and duties in the absence of the Chairman.

In the absence of the Chairman and the Deputy Chairman, the members of the meeting will elect a Chairman for the purposes of that meeting.

10. HONORARY TREASURER

- (a) The Board shall elect, from amongst the members of the Board, an Honorary Treasurer, whose term of office will be three years and then, at the discretion of the Board, may be re-elected for a further term.
- (b) The Honorary Treasurer shall comply on behalf of the Association with sections 25 and 26 of the Associations Incorporations Act 1987 (WA).

11. SECRETARY

- (a) The Board shall from time to time appoint a person to act for a term to be determined by the Board as the Secretary of the Association.
- (b) The Secretary shall comply on behalf of the Association with:
 - (i) section 27 of the Associations Incorporations Act 1987 (WA) in respect of the register of members of the Association;
 - (ii) section 28 of the Associations Incorporations Act 1987 (WA) in respect of the Rules of the Association; and
 - (iii) section 29 of the Associations Incorporations Act 1987 (WA) in respect of the record of the office holders and any Board members of the Association.

12. INDEMNITY

- (a) Every office bearer, member of the Board of Directors and employee of the Association shall be indemnified out of the funds of the Association against losses and expenses which any such office bearer, member of the Board of Directors or employee of the Association may incur or become liable for by reason of any contract or agreement entered into or any personal injury or property damage done or caused by him in the capacity of such office bearer, member of the Board of Directors or employee of the Association in the proper discharge of his/her duties.
- (b) No office bearer, member of the Board of Directors or employee of the Association shall be liable for the acts, neglects or defaults of any other office bearer, member of the Board of Directors, employee of the Association or any other person or legal entity or for the joining in any receipt or act of conformity or for any loss or expense happening to the Association through the sufficiency or deficiency of title to any property acquired or deficiency of any securities in or upon which any of the money of the Association shall be invested or for any loss or damage arising from bankruptcy, insolvency or tortuous act of any person with whom any money, securities or effects shall be deposited or for any other loss, damage or misfortune whatsoever, which shall happen in the execution of their duties or in relation thereto unless the same happens from his own fraudulent act or omission.

13. COMMITTEES

- (i) The Board may appoint committees of the Board from such persons as it shall determine.
- (ii) The Board may delegate such powers to any committee as the Board thinks fit.
- (iii) Any such committee shall conform to all regulations from time to time imposed on it by the Board.

14. SEAL

- (a) The Association shall have a Common Seal which shall be kept in the custody of the Board, who may delegate this responsibility to the Chief Executive.
- (b) The Common Seal shall only be affixed by resolution of the Board and every document to which the seal shall have been affixed shall be countersigned by the Chairman (or in the Chairman's absence the Deputy Chairman) and the Chief Executive (or in the Chief Executive's absence the Treasurer). The Board shall ratify each affixing of the Common Seal at the next Board meeting.
- (c) A true and correct record shall be kept of all instruments, deeds, agreements, contracts and documents to which the Seal is affixed and shall be maintained by the Secretary to the Board in a Seal Register.

15. RULES AND REGULATIONS

The Board may from time to time make, amend and repeal rules and regulations with regard to the management of the affairs of the Association, but no such rules or regulations shall contravene any of the provisions hereof or diminish the objects and powers of the Association.

16. AMENDMENT OF CONSTITUTION

This Constitution may be altered, added to or repealed by a special resolution passed by a majority of not less than three fourths (3/4ths) of the members of the Association who are entitled under this Constitution to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this constitution.

17. PROPERTY AND INCOME

The property and income of the Association shall be applied solely to the promotion of its objects or purposes and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except that remuneration may be paid in good faith to persons employed by the Association or other persons in return for services rendered to the Association in the promotion of those objects or purposes.

18. AUDITOR

The Auditors shall be selected by the members of the Association at its Annual General Meeting, provided the selected auditors hold a Certificate of Practicing Accountant Australia or are a member of the Institute of Chartered Accountants.

19. ACCOUNTS

- (i) The Board shall cause true accounts to be kept of all moneys received and expended by or for the Association and proper books of account shall be kept at the Association's registered office.
- (ii) At the October meeting of the Board following the end of each financial year of the Association (which financial year shall conclude on 30 June in each year) or as soon thereafter as possible, audited financial statements shall be submitted to the Board.
- (iii) A copy of the audited financial statement shall be sent to all members of the Board not less than seven (7) days before the date of the Board meeting to which they are to be presented.
- (iv) At the end of each financial year or as soon as possible thereafter, the Board shall prepare a written report on the operations of the Association during that financial year and a copy of such report shall be delivered to the Perth Diocesan Council for presentation to the annual Synod of the Anglican Diocese of Perth.
- (v) A banking account or accounts shall be kept at such financial institution as the Board may determine and all funds transferred on any such account shall be approved by such person as the Board may prescribe.

20. MEETINGS OF THE BOARD

- (a) Board meetings shall be held at least eight (8) times a year at such time and place as shall be determined by the Board.
- (b) A Board meeting shall be held at any time upon the request of the Archbishop or the Chairman or any three (3) Board members.
- (c) The notice convening a Board meeting shall specify the purpose for which such meeting is called and the business to be transacted thereat.
- (d) At least seven (7) days written notice of every Board meeting shall be given.
- (e) At any meeting five (5) Board members shall constitute a quorum and each member shall have one vote.
- (f) All questions at Board meetings shall be determined by the majority of members present and voting.
- (g) The Chairman of the meeting shall have a deliberative and casting vote.
- (h) If no quorum is present, a meeting shall stand adjourned to a date fixed by the Chairman.

- (i) The Board member chairing any Board meeting shall determine all questions raised at any Board meeting relating to the interpretation of this Constitution.
- (j) A minute book shall be kept by the delegated Secretary and proper entries shall be made therein of all business transacted at every Board meeting.

21. TECHNOLOGY

- (a) The Board may hold a meeting at two or more venues using any technology that gives the Board members as a whole an opportunity to participate.
- (b) A Board member participating in a meeting held at two or more venues using technology is deemed to be present in person at that meeting.

22. GENERAL MEETINGS

- (i) The Board:
 - (a) may convene a general meeting of the Association at any time;
 - (b) must convene an annual general meeting during every calendar year within four 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 for Fair Trading; and
 - (c) must, within 30 days of receiving a request in writing to do so from not less than five (5) members of the Association, convene a general meeting for the purpose specified in that request.
- (ii) The members of the Association making a request referred to in Rule 21(i)(c) must:
 - (a) state in that request the purpose for which the general meeting concerned is required; and
 - (b) sign that request;
 - (c) if a general meeting is not convened within the relevant period of 30 days referred to in Rule 21(i)(c), the members of the Association who made the request concerned may themselves convene a general meeting as if they were the Board.

23. SPECIAL RESOLUTIONS

- (a) A special resolution required to be passed by a majority of not less than three fourths (3/4ths) of the members of the Association who are entitled under this Constitution to vote and vote in person at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution may be moved either at a general meeting or at an annual general meeting.

- (b) The Chairman of the Board must give all members not less than twenty-one (21) days notice of the meeting at which a special resolution is to be proposed in accordance with Rule 23(a). In addition to those matters specified in Rules 23(c) and (d), the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution which must be passed by the majority of not less than three fourths (3/4ths) of the members of the Association who are entitled under this Constitution to vote and vote in person or, where proxies or postal votes are allowed by this Constitution, by proxy or by postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution.
- (c) The Board [subject to Rules 23(a) and (b)] must give all members of the Association not less than fourteen (14) days notice of a general meeting and that notice must specify:
 - (i) when and where the general meeting is to be held; and
 - (ii) particulars of the business to be transacted at the general meeting concerned and of the order in which that business is to be transacted.
- (d) Subject to Rules 23(a) and (b), the Chairman of the Board must give all members of the Association not less than twenty-one (21) days notice of an annual general meeting and that notice must specify:
 - (i) when and where the annual general meeting is to be held; and
 - (ii) the particulars and order in which business is to be transacted, as follows:
 - the consideration of the accounts and reports of the Board; and
 - any other business requiring consideration by the Association at the general meeting.
- (e) The Chairman of the Board must give notice under Rules 23(a), (b), (c) and (d) by:
 - (i) serving it on a member personally;
 - (ii) sending it by post to a member at the address of the member appearing in the register of members kept;
 - (iii) serving it by electronic means;
 - (iv) when a notice is sent by post under Rule 23(e)(ii), 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.

24. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- (a) At a general meeting five (5) members present constitute a quorum.
- (b) If within thirty (30) minutes after the time specified for the holding of a general meeting, a quorum is not present, the general meeting lapses or stands adjourned to the same time on the same day in the following week and to the same venue.
- (c) If within thirty (30) minutes of the time appointed by Rule 23(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.
- (d) 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.
- (e) When a general meeting is adjourned for a period of thirty (30) days or more, the Chairman must give notice under Rules 21 to 23 of the adjourned general meeting as if that general meeting were a fresh general meeting.
- (f) At a general meeting
 - (i) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to Rules 23(h), 23(i) and 23(j) below; and
 - (ii) a special resolution put to the vote will be passed by a majority of not less than three fourths (3/4ths) of the members of the Association who are entitled under this Constitution to vote and vote in person or, where proxies or postal votes are allowed by this Constitution, by proxy or by postal vote at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with this Constitution and if a poll demanded, in accordance with Rules 23(h), 23(i) and 23(j).
- (g) A declaration by the Chairman 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 Rule 23(h).
- (h) At a general meeting a poll may be demanded by the Chairman or by three (3) or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairman directs.
- (i) If a poll is demanded and taken under Rule 23(h) in respect of an ordinary resolution, a declaration by the Chairman of the result of the poll is evidence of the matter so declared.

- (j) A poll demanded under Rule 23(h) must be taken immediately on that demand being made.

25. MINUTES OF MEETINGS OF THE ASSOCIATION

- (a) The Chairman must cause proper minutes of all proceedings of all Board meetings to be taken and then to be entered within thirty (30) days after the holding of each Board meeting or, where a break occurs, at the next Board meeting providing that time period does not exceed sixty (60) days as the case requires in a minute folder kept for that purpose.
- (b) The secretary must ensure that the minutes taken of a Board meeting under Rule 24(a) are checked and signed as carried by the Chairman of the Board meeting to which those minutes relate after these minutes have been accepted, by two (2) Board members, as a true and accurate version of events that occurred.
- (c) When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
 - (i) the Board meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.

26. VOTING RIGHTS OF MEMBERS OF THE ASSOCIATION

Subject to these rules, each member present in person at a general meeting is entitled to one deliberative vote.

27. DISSOLUTION

- (a) If the Association is solvent, it may be dissolved by a special resolution passed by a majority of not less than three fourths (3/4ths) of the members of the Association who are entitled under this Constitution to vote and vote in person at a general meeting called for that purpose of which notice specifying the intention to propose the resolution as a special resolution is given in accordance with this Constitution.
- (b) If, on the winding up or dissolution of the Association, there remains, after the satisfaction of all debts and liabilities of the Association, any property whatsoever, that property shall not be paid or distributed among the members or former members, but shall be given or transferred to another association incorporated under the Associations Incorporation Act 1987 (WA), to be determined by the members of the Association, which has similar objects to the Association or for charitable purposes and to which income tax deductible gifts may be made and approved by the Deputy Commissioner of Taxation.

28. VALIDATION OF ACTS

All acts and proceedings of the Board and any committee or any member thereof or of any employee of the Association shall be deemed valid notwithstanding that it may afterwards be discovered that some defect existed in the appointment of the Board, the committee or any member thereof or of the employee in question.

29. PECUNIARY INTEREST

- (a) A Board member whom the Board has decided has a material personal interest in a matter that is being considered by a meeting of the Board must not:
 - (i) be present while the matter is being considered at the meeting; or
 - (ii) vote on the matter.
- (b) Each Board member must declare any interest, including direct or indirect pecuniary interest, at the beginning of each meeting or as soon as the conflict becomes apparent or in relation to a resolution before the Board.