

**GRACETOWN COWARAMUP BAY COMMUNITY INCORPORATED RULES**  
**Version April 2023**

**Name**

1. The name of the GCBC is the Gracetown Cowaramup Bay Community Incorporated; hereinafter referred to as the **GCBC**.

**Objects**

2. The Objects of the GCBC (Objects) are:
  - a. To stimulate and foster the interests and needs of landowners, tenants of dwellings, or commercial premises in the locality of Gracetown.
  - b. To promote sustainable use of the environment in and around Gracetown and Cowaramup Bay through the preservation and restoration of the ecology of marine, bush and dune areas and to promote the strong bond amongst the people of the Gracetown community and their respect for the natural beauty of the area.
  - c. To remain affiliated and assist with co-ordination between community service groups, local authorities and Government agencies.
  - d. To advise members of the community of the availability of sources of assistance, and to direct and offer assistance at committee discretion.
  - e. To provide a forum for the discussion of community needs.
  - f. To manage the Gracetown Recreational Hall on behalf of the community.
  - g. To do all such things as are incidental or conducive to the attainment of the foregoing objects.

The GCBC will be strictly non-political and will not align itself with any political group, party or organisation.

3. The GCBC has power to do all things that help it to achieve these Objects.
4. The property and income of the GCBC must be applied solely towards the promotion of the objects of the GCBC and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the GCBC, except in good faith in the promotion of those objects.

**Financial year**

5. The financial year of the GCBC starts on 1 March of each year.

**Members**

6. The GCBC consists of ordinary members, which includes Life Members. There are no associate members.
7. Any individual who supports the Objects of the GCBC and is over the age of 18 can apply to join the GCBC as a member.
8. The Committee can set or change joining fees and annual subscription fees for members. Changes to the amount must be approved by members at a general meeting.

9. A person can apply to join the GCBC by notifying the Secretary and paying the joining fee (if any).
10. The Committee can approve or reject an application to join the GCBC. If the Committee rejects an application, it is not required to give reasons for that decision, but it must return the joining fee (if any) and write to the person to tell them their application has been rejected.
11. A person becomes a member when:
  - a. the Committee has approved their application to join the GCBC
  - b. the GCBC has received the person's joining fee (if any), and
  - c. the Secretary has entered the person's name, address and date they became a member on the members register.

The GCBC must inform the person when their membership has started, and if they have to pay any annual subscription fee. That fee (if any) must be paid within 28 days.

12. Members can choose to stop being a member of the GCBC at any time by writing to the Secretary. The GCBC will not refund any joining and subscription fees already paid.
13. Members must pay the annual subscription fee (if any) within one month of being asked. If a member does not pay in time, their membership will be suspended (when membership is suspended, a member cannot exercise their members' rights such as voting at the Annual General Meeting (**AGM**)).
14. Members have rights and liabilities as set out in the Act and in these rules.
15. Each member's liability is limited to the joining and annual subscription fees (if any).
16. Honorary Life Membership is for members who have rendered special services to the GCBC. The committee may elect any person to be an honorary life member of the GCBC in recognition of that person's outstanding contribution to the objects of the GCBC. Such appointments shall only be made by a three-quarters (75%) majority vote of the members of the Committee present at the Committee meeting considering the matter. An honorary life member shall not be liable to pay membership fees.

### **Members Register**

17. The secretary, or another person authorised by the committee, is responsible to maintain the register of members and record in that register any change in the membership of the GCBC.

### **Members' access to documents**

18. A member may, subject to rules 20 to 21, inspect the rules of the GCBC, general meeting minutes, relevant documents and the members register at a reasonable time.
19. A member can write to the Secretary asking for copies of these documents (with the exception of the members register). The Secretary can charge a reasonable fee for providing copies.
20. The Secretary can refuse a request to inspect or get copies of relevant documents, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or may cause damage or harm to the GCBC.
21. Members can write to the Secretary to ask that the Secretary restrict access to their details on the members register if they have special circumstances. The Secretary will decide if there are special circumstances, and will write to the member outlining their decision.

## The Committee

22. The GCBC is governed by a management committee (the **Committee**) that is made up of committee members (**Committee Members**).
23. The Committee can exercise all powers and functions of the GCBC (consistently with these Rules and the Act), except for powers and functions that the members are required to exercise at a general meeting (under these Rules or the Act).
24. The Committee can delegate any of its powers and functions to a committee member, a sub-committee, a staff member or a member other than the power of delegation or a duty imposed by the Act. The delegation must be in writing and can be revoked by the committee in writing.
25. Committee Members are elected by members of the GCBC at the AGM by a vote.
26. The Committee is made up of the following roles:
  - a. The President
  - b. The Vice President
  - c. The Treasurer
  - d. The Secretary  
(these are the **office holders**)
  - e. Not less than one, nor more than four Ordinary Committee Members.
27. At the Annual General Meeting, a separate election must be held for each office holder position of the GCBC.
28. At the first Committee meeting after each AGM, the Committee will decide the responsibilities of each Office holder.
29. A member may not be elected to a Committee position referred to in Rule 26 (a) to (d) on more than 4 consecutive occasions.
30. If an Office holder stops being an Office holder, the Committee must appoint a new Office holder within 30 days.
31. Each Committee Member finishes their time on the Committee (term) at the next AGM after they were appointed, but they can be elected again.
32. A member can nominate to be on the Committee, and another member must support their nomination.
33. Nominations will be called for the Committee 30 days before the AGM.
34. The supported nomination must be received by the Secretary at least 14 days before the AGM.
35. Received nominations will be sent out to all members with the Agenda 10 days before the AGM in accordance with rule 53.
36. If the number of members nominated to be Committee Members is equal to or less than eight, the AGM Chair may declare the positions filled withoutholding a vote.
37. A Committee Member stops being on the Committee if they:
  - a. resign, by writing to the Committee or the Secretary
  - b. fail to attend 3 consecutive Committee meetings, of which the person has been given notice, without having notified the Committee that the person will be unable to attend,
  - c. become ineligible to accept an appointment or act as a committee member under section 39 of the Act
  - d. are removed by a special resolution of members of the GCBC, or
  - e. die or become permanently unable to act as a committee member because of a mental or physical disability.
38. If a Committee Member stops being on the Committee before the end of their term in accordance with rule 37, the Committee can temporarily appoint a member of the GCBC to fill the vacancy on the Committee until the next AGM.

39. Among its other responsibilities, the Committee is responsible for making sure that:
  - a. accurate minutes of general meetings and Committee meetings of the GCBC are made and kept, and
  - b. all records, securities and relevant documents of the GCBC are kept properly.

### **Committee Meetings**

40. The Secretary must give 7 days' notice of a Committee meeting to Committee Members unless the meeting is an urgent meeting.
41. The Committee can decide how often it meets.
42. Committee Members may attend meetings through technology (such as phone or video conferencing) so long as everyone can hear and be heard at the same time.
43. The Chair of Committee Meetings is the President, or if the President cannot attend, the Vice President, and if the President and Vice President cannot attend, the Committee Members can choose who will be Chair for that meeting.
44. If a vote of the Committee is tied, the Chair of the meeting has a second and deciding vote.
45. A minimum of four Committee Members, including one Office holder, must be present (either in person or through the use of technology) for the meeting to be validly held (the quorum).

### **The Gracetown Recreational Hall**

46. The Gracetown Recreational Hall will be managed by a Hall Sub-Committee in respect of which the following shall apply:
  - a. The Hall Sub-Committee will consist of a minimum of four and maximum of seven people elected at the AGM, and shall hold office until the next AGM.
  - b. Hall Sub-Committee membership shall be open to any interested persons, including those who are not GCBC members.
  - c. Any Hall Sub-Committee members who miss three successive meetings without suitable apologies will be automatically dismissed and replaced by any willing member the Committee appoints.
  - d. The Hall Sub-Committee can determine the Chair and regulate its meetings as it sees fit.
  - e. The Hall Sub-Committee shall present a report at each AGM.

### **General Meetings**

47. The GCBC will endeavour to hold an AGM at Easter each year, or within 6 months of the end of the financial year, at a time and place to be determined by the Committee.
48. The ordinary business of the AGM is to confirm the minutes of the previous AGM, receive reports and statements on the previous financial year, and elect Committee Members. The notice of AGM must include any special business or motions to be considered.
49. The Committee or a group of at least 10% of all members may call a Special General Meeting.
50. At least 10% of the members (a quorum) must be present at a general meeting (either in person or through the use of technology, or by proxy) for the meeting to be held.
51. Members may vote by proxy at general meetings.
52. Proxy forms must be received by the Secretary prior to the meeting.

53. Notice of general meetings, motions and Committee nominations must be provided to members at least 10 days before the meeting, in writing to each member's email address listed on the members register. A sign notifying the community of the time and date of the AGM must also be placed in a public place in Gracetown.
54. Notice of general meetings must include proposed matters to be dealt with at that meeting.
55. The Chair of a general meeting will be the President, or if the President is not in attendance, the Vice President, or if the President and Vice President are not in attendance, the members at the meeting can choose another Committee Member to be Chair.
56. Each member (including Life Members) is entitled to one vote at a general meeting.
57. Votes may be held by a show of hands or written ballot, or another method determined by the Chair that is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member may request a vote be held again by written ballot.
58. If a vote of the members is tied, the Chair of the meeting has the deciding vote.
59. The Chair may adjourn the meeting if there are not enough members at the meeting (see rule 50) within 30 minutes of the meeting time, or if there is not enough time at a meeting to address all business. A new notice must be sent to members before the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date).

### **Grievance disputes**

60. If there is a dispute between a member and another member, a member and the GCBC, or a member and the Committee, the parties involved must first attempt to resolve the dispute between themselves for at least 14 days from the date the dispute is known to all parties involved.
61. If the dispute cannot be resolved between the people involved, the following grievance procedure must be followed:
  - a. the party with a grievance must write to the GCBC and any other people affected, and explain what they are unhappy about
  - b. the Committee must appoint an unbiased mediator to hear from all the parties involved and try to find a solution. The Committee must give the people involved reasonable notice of the time and place of the hearing
  - c. at the hearing, each party must have an opportunity to be heard and agrees to do their best to resolve the dispute, and
  - d. if the parties cannot resolve the dispute with the assistance of the mediator, then an unbiased decision-maker must determine the outcome of the dispute.

### **Disciplining members**

62. The Committee can discipline a member of the GCBC if it considers the member has breached these Rules or if the member's behaviour is causing (or has caused) damage or harm to the GCBC.
63. The Committee must write to the member to tell them why disciplinary action is proposed to be taken.
64. The Committee must arrange a disciplinary procedure that meets these requirements:
  - a. the outcome must be determined by an unbiased decision-maker
  - b. the member must have opportunity to be heard, and
  - c. the disciplinary procedure must be completed as soon as reasonably practicable.
65. The outcome of a disciplinary procedure can be that the member must leave the GCBC, for a period of time or indefinitely. The GCBC cannot fine a member.

## **Funds**

66. The GCBC must open an account in the name of the GCBC with a financial institution from which all expenditure of the GCBC is made and into which all funds received by the GCBC are deposited.
67. The GCBC must not distribute funds, income or assets to members (including Committee members) except as reasonable compensation for services provided or expenses incurred on behalf of the GCBC.
68. The GCBC may derive or generate funds from joining and annual subscription fees, donations, grants, fundraising, interests, and any other sources approved by the Committee that are consistent with furthering the GCBC's Objects.
69. Cheques, EFT transfers or cash payments made from the GCBC's funds must be authorised by two members of the Committee.
70. Financial records must be kept and stored for 7 years, and in accordance with any other applicable laws.
71. The GCBC does not have a common seal.

## **Custody of books and securities**

72. The books and any securities of the GCBC must be kept in the secretary's custody or under the secretary's control.
73. The financial records and, as applicable, the financial statements or financial reports of the GCBC must be kept in the treasurer's custody or under the treasurer's control.

## **Alteration of rules**

74. If the GCBC wants to alter or rescind any of these rules, or to make additional rules, the GCBC may do so only by special resolution at a general meeting and by otherwise complying with Part 3 Division 2 of the Act.

## **Winding Up**

75. The members may vote by special resolution at a general meeting to wind up the GCBC.
76. If the GCBC is wound up, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.