



A.R.H.G.A.
Association of Red Hatted Groups of Australia Inc

RULES OF ASSOCIATION

Incorporated 21st April 2006

Revised February 2022

1. NAME OF ASSOCIATION

The name of the Association is "The Association of Red Hatted Groups of Australia Incorporated."(ARGHA)

2. DEFINITIONS

In this Constitution, the following terms shall bear the meanings set out below:

Act means the Associations Incorporation Act 2015 (Western Australia) (The Act)

Annual General Meeting is the meeting convened under paragraph rule 15.

Associate member means a member group outside Western Australia that has made a PLI payment but no subscription payment to ARGHA.

Association means the Association of Red Hatted Groups of Australia.

Chairperson means the person presiding at a General/Special General meeting or Committee meeting (Rule 9)

Commissioner means the Commissioner for Consumer Protection exercising powers under the Act.

Department means the Government department with responsibility for administering The Associations Incorporation Act 2015.

Electronic Mail means the exchange of digital messages or other means of electronic transmission of data which can be stored as approved by the Committee.

Executive means the Chairperson, Vice Chairperson, Secretary and Treasurer (Rule 8).

Financial Year means a period of twelve (12) calendar months commencing 1st November and ending 31st October in the following year.

General Meeting means a meeting to which all members & associate members are invited.

Member means a Western Australian group that is financial having paid the subscription fee (Rule 6)

Ordinary Resolution means a resolution other than a Special Resolution.

PLI means Public Liability Insurance renewed annually by ARGHA.

Red Hat Group means a Red Hat Group that has paid annual subscription fees to ARGHA or a group that has paid PLI only.

Secretary means the person referred to in Rule 10.

Special General Meeting means a general meeting other than an Annual General Meeting.

Special Resolution means a resolution passed by members at an Annual General meeting or any Special General Meeting in accordance with Section 51 of the Act.

Treasurer means the person referred to in Rule 11.

Vice Chairperson means the person referred to in Rule 9

3. OBJECTIVES

- (a) To promote fun, frivolity, well-being, good mental health and friendship for women.
- (b) To implement PLI for any Australian Red Hat Group.
- (c) To be the main communication, publicity and media hub for WA Red Hat groups.

4. POWERS

The powers conferred on the Association are the same as those conferred by Section 14 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 objectives and in particular may

- (a) Acquire, hold, deal with and dispose, of any real or personal property.
- (b) Open and operate bank accounts and conduct any lawful activity with any bank or financial institution.
- (c) Appoint agents to transact any business of the Association on its behalf.
- (d) Apply the property and income of the Association solely towards the promotion of the objectives of the Association. No part of that property or income may be paid or otherwise distributed directly or indirectly to any member, except in good faith in the promotion of the objectives or as permitted by and in accordance with the Act. The Association of Red Hatted Groups of Australia is a not for profit organisation

5. MEMBERSHIP

- (a) Full membership is open to all Red Hat Groups in Western Australia.
- (b) Associate membership is open to Red Hat Groups outside of Western Australia.

6. SUBSCRIPTIONS

- (a) The committee will determine the amount of subscription to be paid by each member on an annual basis.
- (b) Each member group must pay the determined annual subscription to the Association.
- (c) A member group shall not be recognised as financial unless the annual subscription is paid by 30th June of each year.
- (d) No refunds of subscriptions will be made if a member group ceases to operate.

7. COMMITTEE

The affairs of the Association will be managed by a Committee of Management consisting of:

Chairperson

Vice Chairperson

Secretary

Treasurer

Not less than three (3) and not more than ten (10) other persons.

To be eligible to sit on the Committee each person must belong to a financial member group.

Committee members must:

- (a) Be available to attend committee meetings (usually four (4) per year).
- (b) Reply to circular emails in a timely manner
- (c) Be conversant with relevant committee correspondence.
- (d) Undertake the duties of their role in an effective and transparent manner.
- (e) Promote the objectives of the Association by demonstrating the behaviours and values therein.
- (f) Be mindful that this role requires a degree of leadership which recognises the inherent value of every person by treating and speaking to all with courtesy and respect.

Should an issue arise whereby the behaviour or actions of a committee member conflict with the above then two (2) Executive members shall address this with the member and make all attempts to resolve the matter. Mediation shall be offered if required and provided if accepted. If a resolution regarding the committee member's behaviour or actions cannot be resolved, the matter shall be referred to the whole committee for a vote to decide if the committee member's position should be terminated

8. EXECUTIVE

The executive comprises of the Office Bearers of the Committee of Management:

Chairperson

Vice Chairperson

Secretary

Treasurer

The Executive will:

- (a) Provide advice to members in line with the objectives of the Association.
- (b) Facilitate the operational affairs of the Committee of Management, ensuring behaviours and values reflect the objectives of the Association.
- (c) Arrange support and mediation for ARGHA members.
- (d) Provide communication to support Red Hatting.
- (e) Represent ARGHA as required.
- (f) Make a record of any decisions or actions taken in General Meetings, Special General Meetings or committee meetings.
- (g) Not override or alter a decision made by the full Committee of Management.

- (h) Ensure that ARGHA committee members are kept informed of decisions or actions taken as soon as possible.

9. CHAIRPERSON AND VICE CHAIRPERSON

- (a) The Chairperson will preside at all General Meetings, Special General Meetings and committee meetings.
- (b) In the absence of the Chairperson the Vice Chairperson shall preside.
- (c) In the absence of the Chairperson and the Vice Chairperson a member of the committee elected by the numbers present at General Meetings, Special General Meetings and committee meetings will preside.

10. SECRETARY

The Secretary will:

- (a) Coordinate all correspondence of the Association.
- (b) Keep full and correct minutes of proceedings of Committee meetings, Annual General meeting and Special General Meetings.
- (c) Keep and maintain in an up-to-date condition, the Rules of the Association, and upon request of a member must make those rules available for inspection. The member may make a copy but will have no right to remove the rules for any purpose.
- (d) Keep a register of Full & Associate members of the Association including names, phone numbers & Email addresses.
- (e) Keep a current register of the persons elected to the Committee of Management including names, phone numbers & Email addresses.
- (f) Upon the request of a member, make available the register of member groups.
- (g) The member may make a copy but will have no right to remove the register for any purpose.
- (h) Have custody of all books, documents records and registers of the Association other than those required to be kept and maintained by the Treasurer.
- (i) Perform such duties as required by these Rules.
- (j) Conduct correspondence using whatever means the Committee feels is appropriate and cost effective including written and digital means. Information regarding meetings, events, voting and fees to be disseminated by the secretary.

11. TREASURER

The Treasurer will:

- (a) Be responsible for all monies paid to or received by the Association and must issue receipts or acknowledge receipt of monies when required
- (b) Pay all monies into bank accounts as directed by the Committee from time to time.
- (c) Ensure all outgoing accounts are notated by any two Committee members authorised to do so by the Committee of Management.
- (d) Keep accounting records in a manner that is a true and fair record of the Association and that enable annual auditing.

- (e) At the Annual General meeting submit to members the accounts of the Association showing the audited position of the Association at the end of the financial year.
- (f) At committee meetings submit a financial report
- (g) Have custody of all securities, books and documents of a financial nature.
- (h) Perform other duties as required by these rules.

12. PROCEEDINGS OF COMMITTEE

- (a) The Committee must meet for the dispatch of business a minimum of four (4) times in each year and the Chairperson or at least five (5) members of the Committee may at any time convene a meeting of the Committee.
- (b) Each committee member has a deliberative vote.
- (c) A question arising at a Committee meeting must be decided by a majority vote and if there is no majority the Chairperson shall have a casting vote in addition to their deliberative vote.
- (d) At a committee meeting, five (5) committee members constitute a quorum.
- (e) Business can be conducted at a committee meeting without a quorum present however no formal motions can be put to a vote and no reports or finances will be tabled.
- (f) Without limiting the power of the Committee to regulate their meetings as they think fit, a meeting of the Committee may be held where one or more of the Committee members is not physically present at the meeting, provided that:
 - 1. All persons participating in the meeting are able to communicate with each other effectively, simultaneously and instantaneously, whether by means of telephone or other form of physical or electronic communication.
 - 2. In the event that a failure of communication prevents condition 12 (f) (1) from being satisfied by that number of Committee members which constitutes a quorum and none of the Committee members are present at the place where the meeting is deemed by virtue of the further provisions of the Rule to be held, then the meeting shall be suspended until condition 12(f) (1) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to be terminated.
- (g) Subject to these Rules, the procedure and order of business to be followed at a committee meeting must be determined by the Committee members present at the committee meeting.
- (h) As required under Sections 42 and 43 of the Act, a Committee member having any direct or indirect pecuniary interest in a contract or proposed contract made by, or in the contemplation of, the Committee (except if that pecuniary interest exists only by virtue of the fact that the members of the Committee is a member of a class of persons for whose benefit the Club is established) must:
 - 1. As soon as they become aware of that interest, disclose the nature and extent of their interest to the Committee; and
 - 2. Not take part in any deliberations or decision of the Committee with respect to that contract.
- (i) Sub-rule 12 (h) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the members of the Committee are volunteers of the Association.
- (j) The Secretary must cause every disclosure made under Sub-rule 12 (h) by members of the Committee to be recorded in the minutes of the meeting of the Committee at which it is made.

13. CASUAL VACANCIES IN COMMITTEE

A casual vacancy occurs if a committee member:

- (a) Dies
- (b) Resigns by notice of writing.
- (c) Is convicted of an offence under the Act.
- (d) Is permanently incapacitated by mental or physical ill health.
- (e) Is absent from three (3) Committee meeting in the same financial year without tendering an apology to the committee or an apology to the person presiding over each of these meetings.
- (f) Ceases to belong to a member group of the Association.
- (g) Is the subject of a resolution passed at a General meeting of members terminating their appointment as a committee member.
- (h) When a casual vacancy occurs the Management Committee will determine if the position requires filling at that time subject to the committee having at least seven (7) members as required by Rule 7

14. ELECTION OF COMMITTEE

Nominations for the Committee shall be called for at least six (6) weeks prior to the date set for the Annual General Meeting:

- (a) The Executive members of Management have a two (2) year term which is alternated to ensure continuity with the Chairperson and Secretary at one election and Vice Chairperson and Treasurer at the alternative election. There shall be no more than four (4) consecutive years
- (b) When a serving Management Committee member renominates for a second term it will go to a vote if there are other nominations received.
- (c) After serving a maximum of two (2) consecutive terms in an Executive role, a member is not eligible to serve on the Executive again for a period of minimum twelve (12) months.
- (d) A Committee member may not hold office for more than two (2) consecutive terms unless stepping up to an Executive position. If the Committee member is not stepping up they must take a twelve (12) month break.
- (e) For a nomination to be valid it must be signed by a nominator, seconder, and the nominee (who must belong to a financial member group of the Association). It shall be lodged with the Secretary four (4) weeks prior to the date of the Annual General Meeting.
- (f) Where the number of candidates for Committee membership exceeds the number of vacancies a ballot shall be held and that ballot shall be decided by a simple majority of those entitled to vote.
- (g) Where the number of nominations is less than the number of vacancies, nominations shall be called from the floor at the Annual General Meeting.

15. GENERAL MEETINGS.

All Members and Associate Members shall be invited to the Annual General Meeting and any Special General Meeting.

The secretary must give notice of all General Meetings & Special General Meetings by:

- Serving it on a member/associate member personally or:
- Sending it by post or email to a member/associate members at the address of the member/associate member appearing in the register of members/associate members kept and maintained.

When a notice is sent by post or email, sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the members concerned by ordinary prepaid mail or by use of electronic means.

In accordance with the Act, should the Commissioner for Consumer Protection direct that a General meeting be held, it will be conducted in accordance with this Constitution.

(a) Annual General Meetings:

The Committee must:

1. Convene an Annual General Meeting in every calendar year and within four (4) months after the end of the financial year or as such longer period as might in a particular case be allowed by the Commissioner.
2. Give a minimum of twenty one (21) days' notice to all members of:
 - i. Where and when the meeting is to be held.
 - ii. The particulars and order in which business is to be transacted as follows:
 - Confirmation of previous AGM minutes of meeting.
 - Presentation of Chairpersons report.
 - Presentation of Treasurers and Auditors reports.
 - Election of Committee to replace outgoing Committee members.
 - Any other business.

(b) Special General Meetings:

The Committee:

1. May at any time convene a Special General Meeting.
2. Upon receiving a request in writing from not less than twenty (20) percent of members asking for a meeting, convene a Special General Meeting for the purpose specified in that request.
3. Any Special General meeting request received must be convened within thirty (30) days of receipt of the request.

4. Members making such request must state the purpose of the meeting in writing, and a representative from each must sign that request.
5. Upon receipt of a request for a Special General Meeting notice must be given to all members not less than fourteen (14) days from the meeting giving details of where and when the meeting is to be held along with the particulars of business to be transacted.
6. Upon convening a Special General Meeting only conduct business of the purpose for the request.
7. When convening a Special General Meeting pay all reasonable expenses of convening and holding the meeting.
8. If a Special General Meeting is not convened within the thirty (30) days the members who made the request may convene a Special General meeting themselves as if they were the Committee.
9. Minutes from the convened Special General Meeting will be sent to all Members and Associate Members within 30 days of the meeting being held.

A special resolution may be moved at a Special General Meeting; however, the Secretary must give to all members not less than twenty one (21) days' notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in 15(a) 1 and 15(a) 2 as relevant, the notice must also include the resolution and its intention to propose the resolution as a Special resolution.

16. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS.

- a) At a General meeting, twenty five (25) percent of registered members present in person constitute a quorum.
- b) All meetings will be face to face unless otherwise notified.
- c) Without limiting the power of the Committee to regulate a General meeting as they think fit, a General meeting may be held where one or more of the members is not physically present at the meeting, provided that:
 - d) All persons participating at the meeting are able to communicate with each other effectively and simultaneously whether by means of telephone or other form of instantaneous electronic communication.
 - e) In the event that a failure in communications prevents condition (a) from being satisfied by that number of members which constitutes a quorum and not the members present at the place where the meeting is deemed by virtue of the further provisions of this Rule to be held, then the meeting shall be suspended until condition (a) is satisfied again. If such condition is not satisfied within 15 minutes from the interruption, the meeting shall be deemed to be terminated.
- f) If within 30 minutes after the time specified for the holding of a General meeting in a notice given under 15(a) and 15(b):
 1. As a result of a request or notice referred to in 15(a) or 15(b) a quorum is not present the Special General meeting lapses or:
 2. Otherwise, than as a result of a request or notice the General meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- g) If within 30 minutes of the time appointed in 16(e) 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.

- h) The Chairperson may, with the consent of the 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.
- i) A General Meeting may be adjourned —
 - 1. If there is insufficient time to deal with the business at hand; or
 - 2. To give the members more time to consider an item of business.
- j) There must not be transacted at a resumed adjourned meeting any business other than business left unfinished or on the agenda at the time when the General meeting was adjourned.
- k) When a General meeting is adjourned for a period of 30 days or more, the Secretary must give notice under Rule 15 of the adjourned General meeting as if that General meeting were a fresh General meeting.
- l) At a General meeting 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 16 (m)
- m) A special resolution put to the vote will be decided in accordance with Section 51 of the Act as defined in Rule 2.
- n) A declaration by the Chairperson of a General meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless the General meeting at which it is submitted, a poll is demanded in accordance with sub rule 16(m).
- o) At a General meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such a manner as the Chairperson directs.
- p) If a poll is demanded and taken under sub rule 16(m) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- q) A poll demanded under sub rule 16(m) must be taken immediately on that demand being made.

17. VOTING RIGHTS.

- (a) Subject to these rules each member present in person or by proxy at a General meeting is entitled to two (2) deliberative votes (that is by two individuals per member).
- (b) Voting may be conducted by email provided it is submitted to the Secretary one (1) week prior to the meeting and is limited to two (2) votes per member. The member shall request and receive an acknowledgement to ensure both parties know the vote /votes have been recorded. Emails will be kept as record to the email vote/votes.
- (c) If two (2) votes are received in person, then any email votes (previously lodged) or proxy votes will not be valid
- (d) Associate members do not have voting rights.

18. PROXIES OF MEMBERS.

A member referred in this rule is referred to as “the appointing member may appoint in writing another member group who are natural persons to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any General meeting or Special General meeting. The member shall provide in writing confirmation of the Proxy being given”. A copy of this document shall be made available by the “appointed member” at the time of registration at the meeting.

19. INCOME AND PROPERTY

- (a) The income and property of the Association however derived shall be applied solely towards to the promotion and objectives of the Association and no part shall be paid, transferred or distributed, directly or indirectly to any member group.
- (b) Where a member had expended personal funds for the benefit of the Association nothing in this clause shall prevent the Association reimbursing the member for such expense upon submission of receipts.
- (c) A member may not expend personal funds on behalf of the Association without the authority of the Committee.

20. RULES OF THE ASSOCIATION.

- (a) These rules bind every member to the same extent as if every member has signed the rules and agreed to be bound by them.
- (b) These rules may be altered or rescinded by Special resolution passed at either an Annual General meeting or a Special General meeting, provided that such deletion does not offend the requirements of The Act
- (c) Any alteration or rescinding of these rules will within one month of the passing of such special resolution be lodged with the Commissioner.
- (d) Any alteration or rescinding of these rules does not take effect until approval is received from the Commissioner.
- (e) Any issues not covered under these rules or by the by –laws of the Association shall be referred to and determined by the Committee

21. DISPUTES AND MEDIATION

Any disputes must be lodged by the member (i.e., the group) and not by individuals of the group.

- (a) The grievance procedure set out in this rule applies to disputes under this Constitution between:
 - 1. A member and another member.
 - 2. A member and the Association.
- (b) The parties to a dispute must meet face to face and discuss the matters in dispute and if possible, resolve the dispute within ten (10) days after the dispute comes to the attention of all parties.
- (c) If a resolution is unattainable the disputing party may request a mediator.
- (d) The mediator must be:
 - 1. A person chosen by agreement between parties or /
 - 2. In the absence of agreement between parties a person chosen by the Committee.
- (e) A meeting with the Mediator must take place within ten (10) days.
- (f) The mediator cannot be a member who is party to the dispute but may be a member of the Association.
- (g) The mediator must not determine the dispute.
- (h) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve it in accordance with the Act or otherwise at law.

22. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE 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 or distributed among the members or former members. The surplus property must be distributed to an Incorporated Association having similar objectives or for charitable purposes. The Association or charitable organisation to which distribution is made shall be determined by resolution of the members.

23. BY LAWS AND POLICIES.

- (a) The Committee shall formulate By-laws and Policies.
- (b) The Committee shall (by itself or by delegation to a Committee) formulate, approve, issue adopt, interpret and amend such regulation, by-laws and policies for the proper advancement, management and administration of the Association and the advancement of its objectives. The By-laws and policies must be consistent with this constitution.
- (c) All regulations, By-laws and policies made under this Rule shall be binding on the Association and its members.
- (d) All Regulations, By-laws and policies of the Association in force at the date of the approval of this Constitution under the Act shall be deemed to be regulations and policy under this rule.
- (e) Amendments, alterations, interpretations or other changes to Regulations, By-laws and policies shall be advised to members by means of notices approved by the Committee and prepared and issued by the Chairperson. Notices are binding upon all members of the Association.