



UNCONFIRMED MINUTES

SPECIAL COUNCIL MEETING



Monday 27 OCTOBER 2025

Shire of Wyalkatchem Council Chambers
27 Flint Street, Wyalkatchem

These unconfirmed minutes are subject to review, amendment and confirmation by Council resolution, at the next ordinary meeting.

Approved for distribution 29 October 2025.

Ian McCabe

ACTING CHIEF EXECUTIVE OFFICER

DISCLAIMER

No responsibility whatsoever is implied or accepted by the Shire of Wyalkatchem for any act, omission or statement or intimation occurring during this meeting. It is strongly advised that persons do not act on what is heard at this meeting and should only rely on written confirmation of Council's decisions, which will be provided within ten days of this meeting.

DISCLOSURE OF INTEREST

Councillors and staff are reminded of the requirements of section 5.65 of the *Local Government Act 1995*, to disclose any interest or perceived interest in any matter to be discussed during a meeting, and also the requirement to disclose any item affecting impartiality.

Financial Interest:

Under section 5.60A of the *Local Government Act 1995*, a person is said to have a financial interest in a matter if it is reasonable to expect that the matter will, if dealt with by the Local Government in a particular way, result in a financial gain, loss, benefit or detriment for the person.

Proximity Interest:

Under section 5.60B of the *Local Government Act 1995*, a person is said to have a proximity interest in a matter if the matter concerns a proposed change to a planning scheme affecting land that adjoins the person's land; a proposed change to the zoning or use of land that adjoins the person's land; or a proposed development of land that adjoins the person's land.

Impartiality Interest:

To maintain transparency, it is important to disclose all interests, including impartiality interests which include interests arising from kinship, friendship and membership of associations. If it is possible that your vote on a matter may be perceived as impartial, you should disclose your interest.

Disclosing an Interest:

Disclosures must be made, in writing, to the Chief Executive Officer prior to the meeting at which the matter in which you have an interest is to be discussed.

If you disclose a Financial or Proximity Interest, you must leave the room while the matter is discussed and voted on. Only after a decision has been reached may you return to the meeting, at which time the Presiding Person will inform you of Council's decision on the matter.

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1. DECLARATION OF OPENING

The Presiding Member Cr Petchell opened the meeting at 5.17pm

2. PUBLIC QUESTION TIME

2.1. Response to Public Questions Previously Taken on Notice NIL

2.2. Declaration of Public Question Time opened 5.18pm

2.3. Declaration of Public Question Time closed 5.18pm

3. ATTENDANCE, APOLOGIES, LEAVE OF ABSENCE

3.1. Attendance

Cr Christy Petchell, President and Presiding Member

Cr Mischa Stratford, Deputy President

Cr Tracy Dickson

Cr Christopher Loton

Cr Justin Begley

Cr Stephen Gamble

Cr Rod Lawson-Kerr

Mr Ian McCabe Acting Chief Executive Officer

3.2. Apologies NIL

3.3. Approved Leave of Absence Not Applicable

3.4. Applications for Leave of Absence NIL

4. OBITUARIES No announcement made.

5. PETITIONS, DEPUTATIONS, PRESENTATIONS

5.1. Petitions NIL

5.2. Deputations NIL

5.3. Presentations NIL

6. DECLARATIONS OF INTEREST

6.1. Financial and Proximity Interest NIL

6.2. Impartiality Interests NIL

7. ANNOUNCEMENTS BY THE PRESIDING MEMBER WITHOUT DISCUSSION

NIL

8. MATTERS FOR WHICH THE MEETING MAY BE CLOSED NIL

9. REPORTS

9.1 GOVERNANCE

9.1.1 APPOINTMENT OF MEMBERS TO COMMITTEES OF COUNCIL – AUDIT

Applicant:	Shire of Wyalkatchem
Location:	Shire of Wyalkatchem
Date:	22 October 2025
Reporting Officer:	Ian McCabe, Acting Chief Executive Officer
Disclosure of Interest:	No interest to disclose
File Number:	13.05.01
Attachment Reference:	1. Audit and Risk Committee, Charter / Terms of Reference

SUMMARY

Council is required to establish an audit, risk and improvement committee (s. 7.1A (1), Local Government Act 1995).

The appointment of members to Committees by Council is addressed by Part 5, section 5.10 (1) of the Local Government Act 1995 ('the Act'). The decision is to be by absolute majority.

BACKGROUND

The tenure of the audit, risk and improvement committee terminates with the local government election (the Act, s.5.11 (1) (d)). Accordingly, the committee membership is to be appointed by council with the terms of reference provided.

COMMENT

The tenure of the audit, risk and improvement committee terminates with the local government election (the Act, s.5.11 (1) (d)). Accordingly, the committee membership is to be appointed by council with the terms of reference provided.

The Terms of Reference is Council's guidance to the Committee. The document makes reference to relevant legislation, lists responsibilities and addresses meeting arrangements. Council recently decided to request the Acting CEO to update the Charter Terms of Reference to remove errors and correct legislative references. The Charter presented with this item is in the unamended form. When so amended, this will be tabled for adoption by Council and then presented for receipt by the Committee.

The usual practice of the Shire of Wyalkatchem is to appoint all members of Council to the Audit, Risk and Improvement Committee. It should be noted that within the short term it will be a requirement for the committee to have an independent chair and possibly an expanded independent membership.

STATUTORY ENVIRONMENT

Part 5 Local Government Act 1995 (Administration)
Part 7 Local Government Act (Audit)

POLICY IMPLICATIONS

There are no direct policy implications in relation to this item.

FINANCIAL IMPLICATIONS

There are no direct financial implications in relation to this item.

RISK IMPLICATIONS

The maintenance of this committee will reduce risk by improving oversight, facilitating audit processes and creating public record.

COMMUNITY AND STRATEGIC OBJECTIVES

Goal 11. High Standard of Governance

Voting Requirement:

Absolute Majority

Officer Recommendation:

(128/2025) Moved: Cr Lawson-Kerr Seconded: Cr Stratford

That Council resolve to:

1. Appoint Cr's Petchell, Stratford, Dickson, Loton, Begley, Gamble and Lawson-Kerr to the membership of the Audit, Risk and Improvement Committee.

CARRIED 7/0

Vote for: Cr's Petchell, Stratford, Dickson, Loton, Begley, Gamble and Lawson-Kerr



Audit and Risk Management Committee Charter and Terms of Reference

This charter document defines the membership, authority, purpose, operational guidelines, responsibilities and resources of the Shire of Wyalkatchem Audit and Risk Management Committee, established by Council pursuant to Division A1, Section 7.1A of the *Local Government Act 1995* (the Act) and the *Local Government (Audit) Regulations 1996* and *Local Government Amendment (Auditing) Act 2017* (the Regulations)

1. NAME

The name of the Committee shall be the Shire of Wyalkatchem Audit and Risk Management Committee, hereinafter referred to in its abbreviated form as the Committee.

2. ESTABLISHMENT

The Committee is established pursuant to Section 7.1(A) of the Act.

3. DISTRICT

The Committee shall operate with the local government boundaries of the Shire of Wyalkatchem.

4. GUIDING PRINCIPLES

This Committee is established with the guiding principles in accordance with Division 1, Section 7.1A of the *Local Government Act 1995*, the *Local Government (Audit) Regulations 1996* the *Local Government (Financial Management) Regulations 1996* and the *Local Government Amendment (Auditing) Act 2017*.

5. OBJECTIVES

The primary objective of the Audit and Risk Management Committee is to accept responsibilities for the annual external audit and liaise with the Shire's auditor so that Council can be satisfied with the performance of the Shire of Wyalkatchem (the Shire) in managing its financial affairs.

Reports from the Committee will assist Council in discharging its legislative responsibilities of controlling the Shire's affairs, determining the Shire's policies and overseeing the allocation of its finance and resources. The Committee will ensure openness in the Shire's financial reporting and will liaise with the CEO to ensure the effective and efficient management of the Shire's financial accounting systems and compliance with legislation.

The Committee is to facilitate:

- the enhancement of the credibility and objectivity of internal and external financial reporting;
- effective management of financial and other risks and the protection of Council assets;
- compliance with laws and regulations as well as use of best practice guidelines relative to audit, risk management, internal control and legislative compliance;
- the coordination of the internal audit function with the external audit; and
- the provision of an effective means of communication between the external auditor, internal auditor, the CEO and the Council.

6. DUTIES AND RESPONSIBILITIES

The duties and responsibilities of the Committee will be –

- a) Provide guidance and assistance to Council as to carrying out the functions of the local government in relation to auditors;
- b) Meet with the auditor once in a year to provide a report to Council on the matters discussed and outcome of these discussions;
- c) Liaise with the CEO to ensure that the local government does everything in its power to –
 - Assist the auditor to conduct the audit and carry out his or her other duties under the act; and
 - Ensure that audits are conducted successfully and expeditiously;
- d) Examine the reports of the auditor after receiving a report from the CEO on the matters to –
 - Determine if any matters raised require action to be taken by the Shire; and
 - Ensure that appropriate action is taken in respect of those matters;
- e) Review the report prepared by the CEO on any actions taken in respect of any matters raised in the report of the Auditor and presenting the report to Council for adoption prior to the end of the next financial year or 6 months after the last report prepared by the auditor is received, whichever is the latest in time;
- f) Review the scope of the audit plan and program and its effectiveness;
- g) Review the appropriateness of special internal audit assignments undertaken by internal audit at the request of Council or CEO;
- h) Review the level of resources allocated to internal audit and the scope of its authority;
- i) Review reports of internal audits and by monitoring the implementation of recommendations made by the audit and reviewing the extent to which Council and management reacts to matters raised;
- j) Facilitate liaison between the internal and external auditor to promote compatibility, to the extent appropriate, between their audit programs;

- a) Monitor the risk exposure of the Shire by determining if management has appropriate risk management processes and adequate management information systems.
- b) Review the CEO's report on the appropriateness and effectiveness of the local government's systems and procedures in regard to risk management, internal control and legislative compliance, required to be provided to the committee, and report the results or their consideration of that review to Council;
- c) Monitor the progress of any major lawsuits facing the Council/Shire;
- d) Monitor ethical standards and related party transactions by determining whether the systems of control are adequate and appropriate;
- e) Review issues relating to national competition policy, financial report by Shire business units and comparative performance indicators;
- f) Review the Shire's draft annual financial report, focusing on –
 - Accounting policies and practices
 - Changes to accounting policies and practices
 - The process used in making significant accounting estimates;
 - Significant adjustments to the finance report (if any) arising from the audit process;
 - Compliance with accounting standards and other reporting requirements; and
 - Significant variance from prior years.
- g) Consider and recommend adoption of the annual financial report to Council. Review any significant changes that may arise subsequent to any such recommendation but before the annual report is signed;
- h) Address issues brought to the attention of the committee, including responding to requests from Council for advice that are within the parameters of the committee's term of reference;
- i) Seek information or obtain expert advice through the CEO on matters of concern within the scope of the committee's term of reference following authorisation from Council;
- j) Review the annual Compliance Audit Return and report to the Council the results of that review

7. MEMBERSHIP

Membership of the Committee will be appointed by absolute majority decision of Council and can include non-elected members, must include at least 3 Councilors and Councilors must comprise the majority of the Committee.

Neither the Chief Executive Officer nor any other employee of the Local Government can be a member of the Committee.

Membership of the Committee will comprise a total of 7 members consisting of;
7 x Councilors

8. MEETINGS

8.1. Annual General Meeting

Nil

8.2. Committee Meetings

The Audit and Risk Committee shall meet at least once every three months. A schedule of meetings will be developed and agreed to by the members. As a guide, meetings will be arranged to coincide with Council reporting deadlines, for example, in February / March to discuss the Statutory Compliance Return and in October to receive and authorise the draft annual report including the financial statements prior to its submission to the Minister. Additional meetings will be scheduled on an as needed basis.

8.3. Quorum

The Quorum for any meeting of the Committee is at least 50% of the number of member positions prescribed on the Committee, whether vacant or not, which equates to four (4) members being present to constitute a quorum.

8.4. Voting

Shall be in accordance with Sections 5.201 and 7.1C of the Act, with all members of the Committee entitled and required to vote (subject to financial and proximity interest provisions of the Act).

8.5. Minutes

Shall be in accordance with the Act, Section 5.22.

8.6. Presiding Person

The members will elect the Presiding Person and if required, Deputy of the Committee pursuant to the Act, Section 5.12.

8.7. Who acts if no presiding member?

Shall be in accordance with the Act, Section 5.14

8.8. Meetings

Meetings are open to the public pursuant to section 5.23 of the Act as the Committee has delegated power or duty.

8.9. Public Question Time

Public Question Time shall be held in accordance with the section 5.24 of the Act and Regulations 5, 6 and 7 of the Local Government (Administration) Regulations 1996.

8.10. Members Conduct

Members of the Committee are bound by the:

- Provision of Section 5.65 of the Local Government Act 1995;
- Shire of Wyalkatchem Standing Orders Local Laws 1999;
- Shire of Wyalkatchem Code of Conduct (amended from time to time);
- Local Government (Rules of Conduct) Regulations 2007 (Elected Members only): and Clause 34C of the Local Government (Administration) Regulations 1996;

•

With respect to their conduct and duty of disclosures of financial, proximity or impartiality interests, to the extent stated, dependent upon whether they are a Councillor, Employee or Local Government or a Community Member (community members are not bound to declare impartiality interest, unlike Councillors and Employees of Local Government nor are they bound by the Rules of Conduct Legislation).

8.11. Secretary

The Governance Executive Officer or that Officer's nominee will fulfil the role of non-voting secretary who will be responsible for preparation and distribution of agendas and minutes.

8.12. Meeting Attendance Fees

Nil.

8.13. Reporting

The Committee is to report to Council and provide appropriate advice and recommendations on matters relevant to its term of reference. This is in order to facilitate informed decision making by Council in relation to the legislative functions and duties of local government that have not been delegated to the CEO.

Decisions of the Committee are to be made by simple majority.

Reports and recommendations of each Committee meeting requiring a resolution of Council shall be presented to the next ordinary meeting of Council or the first ordinary meeting of Council practicable.

9. DELEGATED AUTHORITY TO THE COMMITTEE

Delegation No 1.1.1

FUNCTION

1. Authority to meet with the Shire's Auditor at least once every year on behalf of Council [s7.12A(2)].
2. Authority to:
 - a. Examine the report of the Auditor and determine matters that require action to be taken by the Shire of Wyalkatchem; and
 - b. Ensure that appropriate action is taken in respect to these matters [s.7.12A(3)].
3. Authority to prepare a report on any actions under s7.12A (3) in respect of an audit conducted in respect of a financial year for Council's endorsement, prior to sending the report to the Minister [s.7.12A(4)].

CONDITIONS

Nil

RECORD KEEPING

Audit and Risk Management Committee Minutes shall record and identify each decision made under this delegation in accordance with the requirements of Administration Regulation 19.

10. STRATEGIC ALIGNMENT

The specific tasks and actions undertaken by this committee will assist the Shire of Wyalkatchem in achieving the following aspirations and objectives as contained within the Strategic Community Plan.

Objective: A well-managed and effective Council organisation

Outcome No.	Outcome	Action No.	Actions
5.1	A well-governed, efficient and responsive organisation	5.1.1	Implement effective governance structures
		5.1.2	Embed sound risk management frameworks to mitigate council's strategic and operational risk
		5.1.3	Deliver open and transparent Council decision-making and reporting
		5.1.4	Implement systems and processes to enhance organisational capability

9.1.2 APPOINTMENT OF MEMBERS TO ADVISORY COMMITTEES – LEMC

Applicant:	Shire of Wyalkatchem
Location:	Shire of Wyalkatchem
Date:	22 October 2025
Reporting Officer:	Ian McCabe, Acting Chief Executive Officer
Disclosure of Interest:	No interest to disclose
File Number:	13.05.01
Attachment Reference:	1. Local Emergency Management Committee (LEMC) Terms of Reference

SUMMARY

Section 38 (1) of the Emergency Management Act 2005 requires that:

‘A local government is to establish one or more local emergency management committees for the local government’s district.’

The appointment of members to Committees by Council is addressed by Part 5, section 5.10 (1) of the Local Government Act 1995. The decision is to be by absolute majority.

BACKGROUND

The tenure of local government representatives to the Local Emergency Management Committee terminates with the local government election (the Act, s.5.11 (1) (d)).

Accordingly, the committee membership is to be appointed by council with the terms of reference provided.

COMMENT

The tenure of local government representatives to the Local Emergency Management Committee terminates with the local government election. Accordingly, the committee membership is to be appointed by council with the terms of reference provided.

The Terms of Reference is Council’s guidance to the Committee. The document makes reference to relevant legislation, lists responsibilities and addresses meeting arrangements.

There have been infrequent meetings of the LEMC since 2023. A meeting was held March 2024, and the Acting CEO has recently re-activated the Committee with a meeting in September. The expectation of the State Emergency Management Committee (SEMC) is that local committees will meet quarterly.

It is noted that the Chief Bush Fire Control Officer or the Deputy Chief Bush Fire Control Officer are to attend the Northern District Operations Advisory Committee (DOAC). This committee represents the interests of the local government and bush fire volunteers, providing advice in the development of training, equipment, prevention and operational readiness and response.

STATUTORY ENVIRONMENT

Emergency Management Act 2005; Emergency Management Regulations 2006; Bush Fires Act 1954; Bush Fires Regulations 1954; Bush Fires (Infringements) Regulations

1978; Bush Fire Risk Treatment Standards 2020; Part 5 of the Local Government Act 1995.

POLICY IMPLICATIONS

There are no direct policy implications in relation to this item.

FINANCIAL IMPLICATIONS

There are no direct financial implications in relation to this item.

RISK IMPLICATIONS

The maintenance of this committee will reduce risk by improving oversight, facilitating audit processes and creating public record in relation to hazard management within the district.

COMMUNITY AND STRATEGIC OBJECTIVES

Goal 7. Minimise risk and impact of natural disasters.

Goal 11. High standard of governance.

Voting Requirement:

Absolute Majority

Officer Recommendation:

(129/2025) Moved: Cr Stratford Seconded: Cr Dickson

1. That Council resolve to appoint the following persons to the Local Emergency Management Committee:
 - a. The Shire President Cr Christy Petchell; and,
 - b. Cr_Begley_____, as proxy, who will also be proxy for the Northam District Operations Advisory Committee (DOAC); and,
 - c. The Acting CEO, or, when appointed by Council, the CEO; and,
 - d. The Manager of Works, or their delegate, being a Team Leader within the Works business unit of the shire.

CARRIED 7/0

Vote for: Cr's Petchell, Stratford, Dickson, Loton, Begley, Gamble and Lawson-Kerr



LOCAL EMERGENCY MANAGEMENT COMMITTEE

TERMS OF REFERENCE 2021

Contact Us - Please contact The Shire of Wyalkatchem for further details.

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DOCUMENT MANAGEMENT

VERSION CONTROL					
<i>Version</i>	<i>Date of Amendment</i>	<i>Type</i>	<i>Author (name / position)</i>	<i>Reviewer (Name & Position)</i>	<i>Amendment Details</i>
1	26/02/2021	New	Stephanie Elvidge GEO	N/A	Creation
2	21/03/2024	Amendment	Stephanie Elvidge GEO	Stephanie Elvidge GEO	The addition of the CRC to Stakeholders.

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LOCAL EMERGENCY MANAGEMENT COMMITTEE - TERMS OF REFERENCE

1. Name

Shire of Wyalkatchem Local Emergency Management Committee (LEMC)

2. Aim

The aim of LEMC is to encourage collaboration between local support organisations, hazard management agencies and industry representatives and to collectively build a team that is ready and practiced in responding to an emergency or disaster.

3. Objectives

3.1	Develop local emergency management responses that are practical to all stakeholders and service agencies.
3.2	Ensure that arrangements are contemporary and relevant to the community and address all possible risks and scenarios.
3.3	Participate in opportunities to develop our emergency management capability by cooperating with neighboring Shires.
3.4	Engage the community through safety and awareness campaigns, and by disseminating information through social media, media outlets, and public events.
3.5	Participate in interagency training exercises that improve the capabilities and knowledge of the committee, local stakeholders and hazard management agencies.
3.6	Exercise the emergency management arrangements to test their effectiveness in practical applications, and actively strive for continuous improvement.
3.7	Share meeting minutes, committee member experiences and proposed actions with local government elected members, State agencies and the local community.
3.8	Develop ways to mitigate potential emergencies and to improve recovery arrangements.

4. Duties and Responsibilities

4.1	Advise and assist the Shire of Wyalkatchem in ensuring that effective local emergency management arrangements are established for its district.
4.2	Liaise with public authorities and other persons in the development, review and testing of local emergency management arrangements.
4.3	Carry out other emergency management activities as directed by the State Emergency Management Committee or prescribed by the regulations.
4.4	Perform at least one emergency training exercise a year to test the effectiveness of the emergency arrangements.
4.5	After the end of each financial year prepare and submit to the district emergency management committee an annual report on activities undertaken by it during the financial year.

5. Membership

The LEMC membership consists of local organisations, hazard management agencies and industry representatives. The committee membership is tabled in Schedule 1.

Membership notes:-

- Guests may be invited to attend committee meetings as determined by the LEMC;
- Each voting member may nominate a proxy within their agency or organisation to attend if the appointed member is absent;
- Members representing agencies and organisations that can no longer participate in the committee shall advise the Governance Executive Officer of their resignation and nominate an alternative representative for membership;
- Committee membership will be reviewed annually to ensure that it is representative of the community and the potential risks and scenarios;
- New members may join the LEMC via resolution of the committee;

6. Meeting Management

6.1	Chairperson
The Chairperson shall be an elected member of Council. Council is to appoint the Chairperson, an elected member and the Chief Executive Officer as the Chairpersons proxy. In the absence of the Chair, the relevant proxy will act as the Chairperson.	
6.2	Quorum
Quorum will consist of the Chairperson, or Deputy Chairperson, or CEO and three committee members (total 4).	
6.3	Executive Officer
The LEMC Executive Officer is the Shire of Wyalkatchem Governance Executive Officer	
6.4	Minutes/Agendas
The Governance Executive Officer shall be responsible for preparing agendas and minutes of all business transacted at each meeting.	
A draft agenda will be emailed to members two weeks prior to the meeting. Members may nominate additional agenda items by advising the Executive Officer. The final agenda will be issued to members one week prior to the scheduled meeting.	
Copies of the meeting minutes will be made available to Council, for information. Meeting minutes will be forward to Committee members within the week following the meeting.	

6.5 Schedule

Meetings will be held quarterly and scheduled by the Chairperson. Additional meetings can be convened at the discretion of the Chairperson.

6.6 Authority

The LEMC shall not have the authority or power to commit the Shire of Wyalkatchem, or any association, organisation, group or individual to expenditure without the Council's endorsement.

The LEMC shall be required to gain Council approval if the Committee wishes to alter these Terms of Reference.

6.7 Reporting

As per State EM Policy at section 7.1, the annual report of the LEMC will be completed and submitted to the Wheatbelt DEMC at the end of each financial year capturing a description of activities undertaken during that year."

Schedule 1 - Membership

City

Community/Agency LEMC Members (Voting)	
Western Australian Police	Fire and Rescue
DFES Fire and Rescue Service	Department of Transport
DFES State Emergency Service	Roadwise
Volunteer Bush Fire Brigades	Main Roads
Wyalkatchem District High school	Water Corporation
Wyalkatchem St John Ambulance	Western Power
Department of Communities	OEM
Wyalkatchem Hospital	Wyalkatchem Community Resource Center

LEMC Members (Voting)	
As above	
Invited Guests (Non-Voting)	
Senior Citizens etc	Other invited guests

9.1.3 DELEGATES TO EXTERNAL COMMITTEES – GOVERNMENT

Applicant:	Shire of Wyalkatchem
Location:	Shire of Wyalkatchem
Date:	22 October 2025
Reporting Officer:	Ian McCabe, Acting Chief Executive Officer
Disclosure of Interest:	No interest to disclose
File Number:	13.05.01
Attachment Reference:	NIL

SUMMARY

The purpose of this item is to appoint delegates to external entities to represent council's position and exercise voting rights on behalf of council.

The appointment of members to Committees by Council is addressed by Part 5, section 5.10 (1) of the Local Government Act 1995. The decision is to be by absolute majority.

BACKGROUND

The tenure of delegates to external entities terminates with the local government election (the Act, s.5.11 (1) (d)). Accordingly, the delegates are to be appointed by council to represent council's position and exercise voting rights on behalf of council.

COMMENT

The tenure of delegates to external entities terminates with the local government election (*the Act*, s.5.11 (1) (d)). Accordingly, the delegates are to be appointed by council to represent council's position and exercise voting rights on behalf of council.

In general, the purpose of representation is to enhance regional collaboration and maximise regional economic and social benefit.

Entities are independent of council, and the delegate is to represent Council's position and interest. These may be 'in common' with the interests of other members and the entity. However, where the delegate exercises decision making responsibility for that entity and these may conflict with the local government's stated position, the delegate will consider a declaration of impartiality interest when relevant items are presented to Council.

This item addresses the appointment of voting delegates to the following:

North Eastern Wheatbelt Regional Organisation of Councils (NEWROC); work collaboratively with Shires of Dowerin, Trayning, Nungarin, Mukinbudin, Mount Marshall and Koorda; bi-monthly meeting, various locations, advocacy and projects. CEO attends as non-voting observer unless no elected member available.

Great Eastern Country Zone of Western Australian Local Government Association (WALGA); representative body within WALGA to review state level matters and escalate regional matters to a state representative body (State Council). The zone directly elects a state councillor and provides input into policy formulation. Meets quarterly, various locations. CEO attends as non-voting observer unless no elected member available.

Wheatbelt NE Sub-Regional Road Group North: this group makes recommendations to State Roads Funds to Local Government Advisory Committee (a body comprising the Chair and four members from Main Roads, as well as the CEO and four members from WALGA). This group makes allocations of regional funds to local roads programmes. Meets quarterly, various locations, including remotely hosted meetings.

Pioneers Pathway Advisory Committee:

Six local governments collaborating on self-drive tourism initiatives. Quarterly meetings in various locations. This programme is under review.

NEWTravel:

The purpose of this grouping is to market and promote the self-drive route the Wheatbelt Way, as well as tourism assets through the Wheatbelt. Meeting quarterly, held in various meeting locations.

Development Assessment Panel:

Nominations to the Department of Planning Lands and Heritage for membership of independent panels balancing technical and local knowledge. The panels consider developments in excess of \$2 million.

STATUTORY ENVIRONMENT

Part 5 of the Local Government Act 1995.

POLICY IMPLICATIONS

There are no direct policy implications in relation to this item.

FINANCIAL IMPLICATIONS

There are no direct financial implications in relation to this item. However, several of these entities make decisions that result in financial subscriptions and require financial or resource contributions. This will result in impacts to future financial decisions of Council.

RISK IMPLICATIONS

Participation by delegates to external entities has the potential to reduce uncertainty by the pooling of resources and sharing of knowledge. When subject to appropriate review the uncertainty associated with outcome can be reduced.

COMMUNITY AND STRATEGIC OBJECTIVES

This item supports all goals of the Strategic Community Plan 2024 – 2034.

Participation by delegates to external entities creates opportunities for regional collaboration and advocacy. This provides mechanisms to improve strategic outcomes for the local government and district and raises awareness of unique issues, consequences and possibilities.

Voting Requirement:

Absolute Majority

Officer Recommendation:

(130/2025) Moved: Cr Begley Seconded: Cr Lawson-Kerr

That Council appoint the following delegates:

A. North Eastern Wheatbelt Regional Organisation of Councils (NEWROC):

1. The Shire President Cr Christy Petchell
2. As proxy, Cr's Stratford, Dickson, Loton, Begley, Gamble and Lawson-Kerr_____
3. As proxy, the Acting CEO, or, when appointed by Council, the CEO.

B. Great Eastern Country Zone of Western Australian Local Government Association (WALGA):

1. The Shire President Cr Christy Petchell
2. Deputy Shire President Cr Mischa Stratford
3. As proxy, Cr's Dickson, Loton, Begley, Gamble and Lawson-Kerr_____
4. As proxy, the Acting CEO, or, when appointed by Council, the CEO.

C. Wheatbelt NE Sub-Regional Road Group North:

1. Cr__ Begley_____
2. As Proxy, Cr Gamble_____

D. Pioneers' Pathway Advisory Committee:

1. Cr Lawson-Kerr_____
2. As proxy, the Acting CEO, or, when appointed by Council, the CEO, or their delegate, being a member of administration staff.

E. NEWTravel:

1. Cr Lawson-Kerr _____
2. As proxy, the Acting CEO, or, when appointed by Council, the CEO, or their delegate, being a member of administration staff.

F. Development Assessment Panel

1. Shire President Cr Christy Petchell (primary)
2. Cr Stratford _____ (primary)
3. Cr Dickson _____ (alternate)
4. Cr Loton _____ (alternate)

CARRIED 7/0

Vote for: Cr's Petchell, Stratford, Dickson, Loton, Begley, Gamble and Lawson-Kerr

9.1.4 APPOINTMENT OF MEMBERS TO EXTERNAL ENTITY - CEACA

Applicant:	Shire of Wyalkatchem
Location:	Shire of Wyalkatchem
Date:	22 October 2025
Reporting Officer:	Ian McCabe, Acting Chief Executive Officer
Disclosure of Interest:	No interest to disclose
File Number:	13.05.01
Attachment Reference:	1. CEACA Constitution

SUMMARY

The Central East Accommodation & Care Alliance Inc. (CEACA) 'advances the social or public welfare of people in need including disadvantaged, aged and individuals with disabilities in the Region' (extract, 1.3 (a), Constitution, CEACA).

The Shire of Wyalkatchem is a member with full voting rights. Accordingly, Council is to appoint a delegate to represent Council's stated positions and exercise voting rights on behalf of Council.

BACKGROUND

The tenure of Council delegates terminates with the local government election (the Act, s.5.11 (1) (d)). Accordingly, Council's delegate is to be appointed by council with the terms of reference provided. In this instance, that is the Constitution of the entity.

COMMENT

The tenure of Council delegates terminates with the local government election (the Act, s.5.11 (1) (d)). Accordingly, Council's delegate is to be appointed by council with the terms of reference provided. In this instance, that is the Constitution of the entity.

The Shire of Wyalkatchem was a founding member of CEACA when in 2015 eleven Wheatbelt local governments shared a vision for independent living units for the aged. The governance of CEACA required an incorporated body with local governments as members and was almost wholly driven by Council Presidents and CEOs.

The intervening decade has required nimble responses to access government funding and respond to regulation, as well as adapt to markets and develop appropriate governance mechanisms. This does mean that aspects of CEACA are more remote from the original entity. The appointment of an independent Chair, the basing of operational management in the metropolitan area, changed membership and significant changes in the Constitution, have all occurred. Further, the prospect of significant funding tied to regulation by national entities (ASIC) means that CEACA is developing a sophisticated product that is not wholly directed at independent living for the aged. Moreover, CEACA is significantly more commercial in its operations with contracted property services and transactions that include the sale of property.

While the original purpose of CEACA has changed, the local government has recognised the continued relevance of investment in housing infrastructure with amendments to the Strategic Community Plan 2024 – 2034 in August 2025.

It is important to note that contributions by the local government including land are in essence gifted to CEACA. This means the objects of the entity must align with Council's objectives and that appropriate stewardship is exercised.

Council should also note that many of the CEACA Objects are not addressed by alternative entities in this region. There are many objectives of social and equity that this local government values but will never have the capacity to address. Collaboration and investment in this entity will have benefit for the community at large.

The delegate in participating as an office bearer or member delegate may participate in making business decisions for the entity. These decisions almost certainly will have ramifications for the local government.

These may include the level of subscription the shire will contribute; the dimensions and level of capital contributions; the advocacy and social impacts of CEACA; the impact on long term financial planning of the local government.

Some of these decisions may be interests in common; however, in exercising business judgement as an officer of this incorporated body, or as a member delegate, the delegate should consider an impartiality interest, whether actual or perceived, when related matters are considered by Council. This is recognised by CEACA at 11.2 (e) and (f) where that entity recognises possible conflict with the local government's interest.

The Acting CEO (CEO, when appointed), will generally attend the CEACA meetings as an observer and advisor.

STATUTORY ENVIRONMENT

Local Government Act 1995.

Associations Incorporation Act 2015

Constitution of CEACA

POLICY IMPLICATIONS

There are no direct policy implications in relation to this item.

FINANCIAL IMPLICATIONS

There are no direct financial implications in relation to this item. However, the entity does require substantial financial and resource contributions by the local government. This will impact on financial decisions of Council and the local government.

RISK IMPLICATIONS

Good governance manages risk, be that reputational or financial. The exercise of professional scepticism will ensure that delegate decision making aligns with the delivery of Council's stated objectives.

COMMUNITY AND STRATEGIC OBJECTIVES

Goal 2. Essential services and infrastructure enable local economic growth

Goal 5. A safe and healthy community for all ages.

Goal 10. Consult and engage with our community and strategic partners.

Goal 11. High Standard of Governance.

Voting Requirement:

Absolute Majority

Officer Recommendation:

(131/2025) Moved: Cr Dickson Seconded: Cr Stratford

1. That Council:

a. Appoint Cr Stratford as Council's member delegate to CEACA; and

b. Appoint Cr Petchell as proxy member delegate to CEACA; and

c. Appoint the Acting CEO, or the CEO when appointed, as proxy member delegate to CEACA in the event an elected member is unavailable.

Governance Note: It is noted that the Constitution of CEACA may preclude a proxy who may in fact be an observer. This decision is to signal council's intent that in the absence of a delegate it still intends to exercise member rights to a vote.

CARRIED 7/0

Vote for: Cr's Petchell, Stratford, Dickson, Loton, Begley, Gamble and Lawson-Kerr

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CONSTITUTION



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advoc

**> WHEN THERE'S
BUSINESS AT STAKE**
WE'RE YOUR LEGAL PARTNERS

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1. PRELIMINARY

1.1 Name of Association

The name of the Association shall be “Central East Accommodation & Care Alliance Inc”.

1.2 Vision of the Association

The Association and its constituent members recognise the need for affordable, suitable and sustainable housing that meets the needs of the current and future population in the Region. The Association will implement agreed strategies and secure funding from sources including State and Commonwealth governments, the private sector and not for profit organisations to facilitate the achievement of the Associations objects and purposes including providing for construction, management and maintenance of housing in the Region.

1.3 Objects and Purposes of Association

The objects and purposes of the Association are:

- (a) advancing the social or public welfare of people in need including disadvantaged, aged and individuals with disabilities in the Region;
- (b) relieving the poverty, distress or disadvantage of people in need including disadvantaged, aged and individuals with disabilities in the Region;
- (c) caring for and supporting people in need including disadvantaged, aged and individuals with disabilities in the Region;
- (d) providing and managing affordable housing, accommodation and services for people in need including disadvantaged, aged and individuals with disabilities in the Region;
- (e) seeking funds and assistance from various sources to achieve the provision and management of affordable housing, accommodation and services for people in need including disadvantaged, aged and individuals with disabilities in the Region;
- (f) developing new and innovative ways of delivering affordable housing, accommodation and services for people in need including disadvantaged, aged and individuals with disabilities in the Region;
- (g) raising and promoting government and community awareness of the needs of people in need including disadvantaged, aged and individuals with disabilities in the Region for affordable housing, accommodation and services;
- (h) working with government and the community to develop policies and programmes to increase the availability of affordable housing, accommodation and services for people in need including disadvantaged, aged and individuals with disabilities in the Region;
- (i) acting in a manner consistent with that of a Registered Charity; and
- (j) purposes that are incidental or ancillary to, and in furtherance or in aid of, the foregoing objects and purposes.

1.4 Quorum for Management Committee Meeting

Fifty (50%) percent of the Management Committee Members plus one constitute a quorum for the conduct of the business at a Management Committee Meeting.

1.5 Quorum for General Meetings

Fifty (50%) percent of the total number of Members plus one (being a natural person or a person appointed under Rule 6.3(a)) present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote under these Rules at a General Meeting will constitute a quorum for the conduct of business at a General Meeting.

2. INTERPRETATION

2.1 Definitions

In these Rules, unless the contrary intention appears:

ACNC Act means the *Australian Charities and Not-for-profits Commission Act 2012* (Cth);

ACNC Commissioner means the Commissioner of the Australian Charities and Not-for-profits Commission for the purposes of the ACNC Act;

Act means the Associations Incorporation Act 2015 (WA);

Annual General Meeting means the annual general meeting convened under Rule 23.1;

Associate Member means a person, local government, body corporate, or incorporated association that:

- (a) satisfies the requirements of Rule 5.3(a); and
- (b) whose application for membership is accepted by the Management Committee under Rule 5.5; and
- (c) have complied with Rule 5.6;

Association means Central East Aged Care Alliance Inc;

Books of the Association has the meaning given to it in section 3 of the Act, and includes the following —

- (a) a Register;
- (b) Financial Records, Financial Statements and Financial Reports, however compiled, recorded or stored;
- (c) a document;
- (d) any other record of information;

By-laws means by-laws made by the Association under Rule 25;

Code of Conduct means the Code of Conduct of the Association (if any) which may be amended or added to from time to time by the Management Committee as it deems appropriate;

Commissioner means the person designated as the Commissioner from time to time under the Act;

Commissioner of Taxation means the Commissioner of Taxation, a Second Commissioner of Taxation or a Deputy Commissioner of Taxation for the purposes of the ITAA97;

Community Housing Assets means as defined within the Community Housing Regulatory Framework ("Framework") as:

- (a) land and/or premises transferred to the CHP by the Housing Authority, but does not include land or land and premises that the Housing Authority sells at market value to the CHP;
- (b) land and/or premises acquired by the CHP wholly or partly with funding provided by the Housing Authority, including but not limited to where such funding is comprised of:
 - (i) funding provided directly by the Housing Authority;
 - (ii) GST input tax credits claimed by the CHP in connection with any supplies which are funded wholly or partly by the Housing Authority;
- (c) a legal interest in land and/or premises acquired by the CHP wholly or partly with funding provided or where the acquisition is facilitated by the Housing Authority;
- (d) land and/or premises acquired by the CHP wholly or in part with borrowings leveraged off or cash flow generated from any assets in the CHP's portfolio in which the Housing Authority has or had an interest;
- (e) land and/or premises where the Housing Authority is identified as having an interest in any legal agreement;
- (f) land and/or premises procured with the proceeds of sale of land and /or premises in which the Housing Authority has previously had an interest; and
- (g) housing constructed by the Housing Authority or improvements made on land and/or premises by the Housing Authority;

Community Housing Provider (CHP) is defined within the Framework as an organisation that provides community housing;

Contribution means:

- (a) a contribution of money or property as described in item 7 of the table contained in section 30-15 of the ITAA97 in relation to a fundraising event; or
- (b) a contribution of money as described in item 8 of the table contained in section 30-15 of the ITAA97 in relation to a successful bidder at an auction that was a fundraising event,

held for the Objects;

Deductible Gift Recipient means an institution, fund, authority or any other entity that is endorsed as a deductible gift recipient by the Commissioner of Taxation under Division 30 of the ITAA97 or is a specific listed deductible gift recipient under Division 30 of the ITAA97;

Financial Records has the meaning given to it in section 62 of the Act and includes:

- (c) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (d) documents of prime entry; and
- (e) working papers and other documents needed to explain:

- (i) the methods by which financial statements are prepared; and
- (ii) adjustments to be made in preparing financial statements;

Financial Report has the meaning given to it in sections 62 and 63 of the Act;

Financial Statements has the meaning given to it in section 62 of the Act;

Financial Year has the meaning given to it in Rule 22;

Foundation General Members of the Association are the eleven (11) Shires which formed the Association;

General Meeting means an Annual General Meeting or a Special General Meeting of the Association;

General Member means a person, local government, body corporate or incorporated association that:

- (a) satisfies the requirements of Rule 5.2(b); and
- (b) whose application for membership is accepted by the Management Committee under Rule 5.5; and
- (c) have complied with Rule 5.6;

ITAA97 means the *Income Tax Assessment Act 1997* (Cth);

Management Committee means the committee of management required by the Act which is the body responsible for the management of the affairs of the Association;

Management Committee Meeting means a meeting referred to in Rule 14.1;

Management Committee Member means a member of the Management Committee elected or appointed under Rule 12;

Member means a person, local government, body corporate or incorporated association that becomes a member of the Association under these Rules;

Objects means the objects referred to in Rule 1.3;

Office Holder has the meaning given to it at Rule 10.2(c);

Ordinary Resolution means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

Poll means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

Region means the aggregate of the districts of the local governments that are General Members of the Association;

Register means the register of Members referred to in Rule 8.1(a);

Registered is defined within the Framework as a Community Housing Provider that has successfully achieved registration under the Framework as a tier 1, 2 or 3 provider;

Registered Charity means an entity registered by the ACNC Commissioner as a charity in accordance with the ACNC Act;

Rules means this constitution of the Association as amended from time to time under Rule 24.2;

Special General Meeting means the meeting convened under Rule 18;

Special Resolution is a resolution of the Association passed in accordance with Rule 19.1;

Surplus Property has the meaning given to it in the Act and means the property remaining when the Association is wound up or cancelled after satisfying:

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up the Association,

but does not include the Books of the Association or Community Housing Assets; and

Tier 3 Association has the meaning given to it in section 62 of the Act.

2.2 Interpretation

In these Rules, unless the contrary intention appears:

- (a) **(headings)** underlining, numberings, typesetting styles and layouts are for convenience only and do not affect the interpretation of these Rules;
- (b) **(gender)** a reference to any gender includes every gender;
- (c) **(person)** the word person includes a firm, a partnership, a joint venture, an organisation or an authority;
- (d) **(may)** the word may is permissive and not mandatory;
- (e) **(singular includes plural)** the singular includes the plural and vice versa;
- (f) **(grammatical form)** where a word or phrase is given a particular meaning, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- (g) **(including)** the word including and similar expressions are not words of limitation and a **general** description of any matter or thing whatever shall not be read down if followed by any specific examples of that matter or thing;
- (h) **(regulations)** a reference to a law includes regulations and instruments made under the law;
- (i) **(amendments to statutes)** a reference to a law or a provision of a law includes amendments, re-enactments or replacements of that law or the provision;
- (j) **(from time to time)** a power, an authority or a discretion reposed in the members', a member, the Management Committee or an Office Holder may be exercised at any time and from time to time;
- (k) **(function)** a reference to a function includes a reference to a power, authority and duty; and
- (l) **(exercise of a function)** a reference to the exercise of a function includes, where the function is a power, authority or duty, a reference to the exercise of the power or authority of the performance of the duty.

2.3 Notices

- (a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered by hand to the nominated address of the addressee;
 - (ii) sent by post to the nominated postal address of the addressee; or
 - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules, must be sent to Member's address as set out in the Register.
- (c) When a notice is:
 - (i) delivered by hand under Rule 2.3(a)(i) it is properly served when delivered to, and received by, the recipient;
 - (ii) sent by ordinary pre-paid post under Rule 2.3(a)(ii), it is taken to have been received five (5) working days after posting;
 - (iii) sent by email under Rule 2.3(a)(iii), it is taken to have been received at the time when the sender receives confirmation on its server that the message has been transmitted;
 - (iv) sent by facsimile under Rule 2.3(a)(iii), it is taken to have been received at the time shown on the transmission report as the time the whole facsimile was sent.

3. POWERS OF THE ASSOCIATION

3.1 Powers of the Association

The powers conferred on the Association are the same as those conferred by section 14 of the Act, so that subject to the Act, the Association may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner, 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) as trust funds may be invested under the *Trustees Act 1962* Part III; or
 - (ii) in any other manner authorised by the Rules;
- (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;

- (h) employ such persons as the Association deems appropriate to pursue the objects of the Association or to administer the affairs of the Association; and
- (i) 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, would contravene the Act or the Rules.

3.2 Paid Officers

- (a) The Management Committee may appoint from time to time an independent Chairperson and an Executive Officer for the Association and any other paid officers as may be required to conduct the affairs of the Association and may also terminate such appointments.
- (b) The term of appointment, remuneration and other employment terms and conditions of a Chairperson or Executive Officer or other paid officer shall be on terms agreed by the Management Committee.

3.3 Office of the Association

The office of the Association shall be at such place as the Management Committee may from time to time determine.

4. NOT FOR PROFIT

- (a) The property and income of the Association shall be applied solely towards promoting the objects or purposes of the Association and 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 those objects or purposes.
- (b) A payment may be made to a Member out of the funds of the Association only if it is authorised under Rule 4(c).
- (c) A payment to a Member out of the funds of the Association is authorised if it is:
 - (i) 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
 - (ii) 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
 - (iii) the payment of reasonable rent to a Member for premises leased by the Member to the Association; or
 - (iv) the reimbursement of reasonable expenses properly incurred by the Member on behalf of the Association.

5. BECOMING A MEMBER

5.1 Minimum Number of Members

The Association must have at least six Members with full voting rights.

5.2 General Members

- (a) The current Foundation General Members are General Members of the Association.
- (b) Any:
 - (i) local government; and
 - (ii) any person, body corporate or incorporated association with interests or objectives which include objectives consistent with the objects of the Association;

may apply to be a General Member of the Association.
- (c) A General Member has all the rights provided to Members under the Rules, including full voting rights, and is eligible for nomination, election and appointment to the Management Committee as an Office Holder or ordinary Management Committee Member.

5.3 Associate Members

- (a) Any person, local government, body corporate or incorporated association that is not eligible, or does not wish, to be a General Member of the Association may apply to be an Associate Member of the Association.
- (b) An Associate Member shall enjoy the same privileges and be subject to the same obligations as a General Member, except an Associate Member is not entitled or eligible to:
 - (i) vote at any General Meeting;
 - (ii) propose a resolution at a General Meeting;
 - (iii) call a General Meeting;
 - (iv) be nominated, elected, or appointed as a Management Committee Member or Office Holder;
 - (v) nominate a Management Committee Member or Office Holder; or
 - (vi) nominate a person, local government, body corporate, or incorporated association to be a Member of the Association.

5.4 Applying for Membership

- (a) A person, local government, body corporate, or incorporated association who wish to become a Member must:
 - (i) be nominated for membership by two General Members;
 - (ii) apply in writing to the Association, using the form prescribed by the Association (if any) together with any levy due under Rules 9.1 and 9.2; and
 - (iii) consent to become a Member for a 3 year term.

- (b) A local government, body corporate, or incorporated association who wish to become a Member must comply with Rule 6.3 and appoint in writing a natural person to represent it at General Meetings and on the Management Committee.
- (c) All application forms must:
 - (i) state the full name of the applicant;
 - (ii) state a contact postal, business or residential address, and an email address, for the applicant;
 - (iii) confirm the applicant's consent to become a Member for a 3 year term; and
 - (iv) if applicable, appoint in writing a natural person to represent it at General Meetings and on the Management Committee, and state
 - (A) the name of the appointed person; and
 - (B) a contact postal, business or residential address, and an email address, for the appointed person.
- (d) All application forms must be signed by the applicant and the two nominating General Members (or persons appointed under Rule 6.3(a) with authority to represent the General Members).
- (e) If the Association has more than one class of membership, the application form must specify the applicable class of membership.

5.5 Deciding Membership Applications

- (a) The Management Committee will consider and decide whether to approve or reject any membership application.
- (b) Subject to Rule 5.5(c) applications will be considered and decided in the order they are received by the Association.
- (c) When considering a membership application, the Management Committee may seek clarification of any matter or further information in support of the application and may delay its decision to allow for that material to be provided and proceed to consider and decide other applications.
- (d) The Management Committee may approve a membership application if, in the view of the Committee, the applicant:
 - (i) meets the eligibility requirements for the relevant membership class under Rule 5.2(b) or 5.3(a); and
 - (ii) applies under Rule 5.4.
- (e) The Management Committee may refuse to accept a membership application even if the applicant has applied in writing and complies with all the eligibility requirements under Rule 5.2(b) or 5.3(a).
- (f) As soon as is practicable after the Management Committee has made a decision under Rule 5.5, the Management Committee must notify the applicant in writing of the outcome of their membership application but is not obliged to provide reasons for the decision, and the decision of the Management Committee shall be final.

5.6 Becoming a Member and Term of Membership

- (a) An applicant becomes a Member if:
 - (i) the applicant is eligible for membership under Rule 5.2(b) or 5.3(a);
 - (ii) the applicant applies in writing using the prescribed form (if any) to the Association under Rule 5.4;
 - (iii) the Management Committee approves the applicant's application for membership submitted under Rule 5.5; and
 - (iv) the applicant has paid the levy due under Rules 9.1 and 9.2 (if any).
- (b) The applicant immediately becomes a Member of the applicable class of membership and is entitled to exercise all the rights and privileges of that class of membership and must comply with all of the obligations of membership under these Rules, when Rule 5.6(a) has been fulfilled.
- (c) Subject to Rule 7:
 - (i) a Member holds membership with the Association for a term of 3 years commencing on the date their membership takes effect under this Rule 5.6; and
 - (ii) all existing General Members as at 30 June 2023 consent and agree to remain a Member for a 3 year term on and from 1 July 2023.

5.7 Recording Membership in the Register

The Secretary must enter the name of a Member in the Register within 28 days after the Member becomes a Member under these Rules.

6. LIABILITY AND ENTITLEMENTS OF MEMBERS

6.1 Classes of Members

- (a) The membership of the Association consists of:
 - (i) General Members; and
 - (ii) Associate Members;
- (b) The Association may have any class of membership determined by resolution of Members at a General Meeting.
- (c) If the Association has two or more classes of members, no Member can belong to more than one class of membership.
- (d) Subject to any limitation specified in these Rules, each class of membership shall have rights and benefits as determined by the Management Committee or by resolution of Members at a General Meeting.
- (e) The maximum number of General Members is unlimited unless the Association in General Meeting decides otherwise.

6.2 Membership Voting Rights of Members

Each Member that is entitled to vote has one (1) vote at a General Meeting of the Association.

6.3 Voting by a local government, body corporate, or incorporated association

- (a) A Member which is a local government, body corporate, or incorporated association:
 - (i) by written notice to the Association must appoint a natural person to be the Member's representative at a particular General Meeting, or at all General Meetings and on the Management Committee; and
 - (ii) may at any time by written notice to the Association revoke an appointment of their representative provided that in the same notice a replacement representative is appointed.
- (b) A copy of a written notice pursuant to Rule 6.3(a) must be lodged with the Secretary.
- (c) A person appointed under Rule 6.3(a) has authority to represent the local government, body corporate, or incorporated association as a Member:
 - (i) in the case of an appointment in respect of a particular General Meeting, until the conclusion of that General Meeting; or
 - (ii) otherwise, until the appointment is revoked in writing by the local government, body corporate, or incorporated association, and notice of the revocation is given to the Secretary.
- (d) The selection of the person pursuant to Rule 6.3(a) shall be at the discretion of the applicant. Without limiting that discretion, it is the intention of the Association that persons appointed by local government Members should be a person who normally resides within the district of that local government.

6.4 Liability of Members

- (a) A Member is only liable for their outstanding levy payable under Rules 9.1 and 9.2, if any.
- (b) Subject to Rule 6.4(a), a Member is not liable, by reason of the person's membership, for the liabilities of the Association or the cost of winding up the Association.
- (c) Rule 6.4(b) does not apply to liabilities incurred by or on behalf of the Association by the Member before incorporation.

6.5 Payment to Members

- (a) Subject to Rule 6.5(b), no portion of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
- (b) Rule 6.5(a) does not prevent payments authorised by Rule 4(c).

6.6 Membership Entitlements not Transferable

Subject to Rule 6.3(a), a right, privilege or obligation that a person, local government, body corporate or incorporated association has because it, he or she is a Member of the Association:

- (a) is not capable of being transferred to any other person, local government, body corporate, or incorporated association; and
- (b) ends when the membership ceases for that person, local government, body corporate, or incorporated association.

7. CEASING TO BE A MEMBER

7.1 Ending Membership

- (a) The membership of a Member ends if the Member:
 - (i) dies;
 - (ii) ceases to be a Member under Rule 9.1(d);
 - (iii) ceases to be a Member under Rule 9.2(d);
 - (iv) resigns as a Member under Rule 7.2; or
 - (v) is expelled from the Association under Rule 7.3.
- (b) For a period of one year after a Member's membership ends, the Secretary must keep a record of:
 - (i) the date on which a person, local government, body corporate, or incorporated association ceases to be a Member under Rule 7.1(a); and
 - (ii) the reason why the person, local government, body corporate, or incorporated association ceases to be a Member.
- (c) If a local government, body corporate, or incorporated association ceases to be a Member, then any appointment to a natural person made by it under Rule 6.3 immediately ceases to have any effect.

7.2 Resigning as a Member

- (a) A Member who has paid all amounts payable by the Member to the Association in respect of their membership, may resign from membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:
 - (i) at the time the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) Any Member who resigns from the Association remains liable to pay to the Association any outstanding fees or levy for the remainder of their membership term under Rule 5.6 (if any) which may be recovered as a debt due to the Association by the Member.

7.3 Suspending or Expelling Members

- (a) The Management Committee may, by resolution, discipline a Member by any means considered appropriate, or suspend or expel a Member from membership if, in the opinion of the Management Committee:
 - (i) the Member or any person authorised to represent the Member under Rule 6.3 refuses or neglects to comply with these Rules or the Code of Conduct; or
 - (ii) the conduct or behaviour of the Member or any person authorised to represent the Member under Rule 6.3:
 - (A) is detrimental to the interests of the Association; or
 - (B) has brought the Association into disrepute; or
 - (C) has brought discredit on the Association; or
 - (iii) the Member is not solvent (as defined in the Bankruptcy Act 1966 (Cwth)); or
 - (iv) the Member applied for and obtained membership under a false pretence or by providing false information.
- (b) The Management Committee must hold a Management Committee Meeting to decide whether to suspend or expel a Member.
- (c) The Secretary must, not less than 28 days before the Management Committee Meeting referred to in Rule 7.3(b), give written notice to the Member:
 - (i) of the proposed suspension or expulsion and the grounds on which it is based;
 - (ii) of the date, place and time of the Management Committee Meeting;
 - (iii) that the Member, or the Member's representative, may attend the Management Committee Meeting; and
 - (iv) that the Member, or the Member's representative, may address the Management Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Management Committee Meeting referred to in Rule 7.3(b) the Management Committee must:
 - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine whether or not the Member should be:
 - (A) expelled from the Association; or
 - (B) suspended from membership, and if so, the period that the Member should be suspended from membership; or

- (C) disciplined by any means considered appropriate, which may include reprimanding the Member; or
 - (D) exonerate the Member
- (e) The Secretary must inform the Member in writing of the decision of the Management Committee and the reasons for the decision, within 7 days of the Management Committee Meeting referred to in Rule 7.3(d).
- (f) If the Management Committee has decided to suspend or expel a Member under Rule 7.3(d), the Member is immediately suspended or expelled from membership from the date of that decision irrespective of whether the Member appeals the decision.

7.4 Right of Appeal against Suspension or Expulsion

- (a) If a Member is suspended or expelled or disciplined under Rule 7.3, the Member may appeal the Management Committee's decision by giving written notice of appeal to the Secretary within 14 days of receiving notice of the Management Committee's decision.
- (b) The notice of appeal must:
 - (i) identify the decision appealed against;
 - (ii) provide a summary of the reasons for the appeal;
 - (iii) request the convening of a General Meeting to consider the appeal.
- (c) The Secretary must issue notice to convene a General Meeting to consider the appeal within 14 days after receiving a notice of appeal.
- (d) At the General Meeting referred to in Rule 7.4(c):
 - (i) the Member, or the Member's representative, must be given a full and fair opportunity to state the Member's case orally;
 - (ii) the General Meeting may give consideration to any written statement submitted by the Member; and
 - (iii) the General Meeting must determine by resolution;
 - (A) whether or not the decision of the Management Committee should be upheld or changed; and
 - (B) if changed, then what the decision should be.

7.5 Reinstatement of a Member

If the Management Committee's decision to suspend or expel or discipline a Member is revoked under these Rules, any act performed by the Management Committee or Members in General Meeting during the period that the Member was suspended or expelled from membership under Rule 7.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

7.6 When a Member is Suspended

- (a) If a Member's membership is suspended under Rule 7.3(e), the Secretary must record in the Register:
 - (i) the name of the Member that has been suspended from membership;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the length of the suspension as determined by the Management Committee under Rule 7.3(d)(iii)(B).
- (b) A Member that has been suspended under Rule 7.3(e) cannot exercise any rights or privileges of membership, including voting rights, during the period they are suspended from membership.
- (c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

8. MEMBERSHIP REGISTER

8.1 Register of Members

- (a) The Secretary or a person authorised by the Management Committee from time to time must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
 - (i) the full name of each Member;
 - (ii) a contact postal, business or residential address, and an email address of each Member;
 - (iii) the class of membership held by the Member;
 - (iv) the date on which the person became a Member; and
 - (v) the name and contact details of any person appointed by the Member under Rule 6.3(a).
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Association's listed office or at such other place as the Management Committee decides.

8.2 Inspecting the Register

- (a) Any Member, or a person appointed by a Member under Rule 6.3(a), is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

8.3 Copy of the Register

- (a) A Member, or a person appointed by a Member under Rule 6.3(a), may make a request in writing for a copy of the Register.
- (b) The Management Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (c) The Association may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Management Committee from time to time.

8.4 When Using the Information in the Register is Prohibited

A Member, or a person appointed by a Member under Rule 6.3(a), must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the Association or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Management Committee; or
- (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

9. MEMBERSHIP LEVY

9.1 Members Discretionary Levy

- (a) Subject to Rule 30.1(a), the Management Committee may from time to time determine the amount of a Member's discretionary levy to be paid by each Member or each class of Members from time to time.
- (b) Each Member must pay the Member's discretionary levy determined under Rule 9.1(a) to the Treasurer, or a person authorised by the Management Committee to receive payments, as and when decided by the Management Committee.
- (c) If a Member pays the Member's discretionary levy within 2 calendar months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (d) Subject to Rule 9.1(e), if a person fails to pay the Member's discretionary levy within 2 calendar months after the due date, the person ceases to be a Member.
- (e) If a person ceases to be a Member under Rule 9.1(d), and subsequently pays to the Association all the Member's discretionary levy, the Management Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding levy is paid, including the right to vote.

9.2 Annual Membership Levy

- (a) The Management Committee may from time to time determine the amount of the annual membership levy, if any, including a maximum membership levy per annum or over a 3 year term, to be paid by each Member or each class of Members.
- (b) Each Member must pay the Member's annual membership levy determined under Rule 9.2(a) to the Treasurer, or a person authorised by the Management Committee to receive payments, annually and within 30 days of the date of an invoice, which are usually issued annually in July or on any other date that the management Committee determines.
- (c) If a Member pays the annual membership levy within 2 calendar months after the due date, the Member retains all the rights and privileges of a Member for the purposes of these Rules during that time, including the right to vote.
- (d) Subject to Rule 9.2(e), if a Member fails to pay the annual membership levy within 2 calendar months after the due date, the Member ceases to be a Member of the Association.
- (e) If a Member ceases to be a Member under Rule 9.2(d), and subsequently pays to the Association all the Member's outstanding levy, the Management Committee may, if it thinks fit, reinstate the Member's rights and privileges from the date on which the outstanding levy is paid, including the right to vote.
- (f) In the event a Member ceases to be a Member of the Association under Rule 7.2 prior to the expiry of their term under Rule 5.6(c), the Member will be liable to pay to the Association the annual membership levy payable for the remainder of their membership term (if any). A Member's liability will be the Member's total annual membership levy for the full 3 year membership term less any annual membership levy in respect of the 3 year membership term paid to the Association, which may be recovered as a debt due to the Association by the Member.

10. POWERS AND COMPOSITION OF THE MANAGEMENT COMMITTEE

10.1 Powers of the Management Committee

- (a) The governing body of the Association is to be called the Management Committee and it has authority to control and manage the affairs of the Association.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Association in General Meeting, the Management Committee:
 - (i) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - (ii) has power to perform all acts and do all things as appear to the Management Committee to be necessary or desirable for the proper management of the business and affairs of the Association.

10.2 Management Committee Members

- (a) The Management Committee is to consist of:
 - (i) the Office Holders of the Association; and

- (ii) not less than one other ordinary Management Committee Member.
- (b) The maximum number of other ordinary Management Committee Members is to be determined by the Management Committee.
- (c) The Office Holders of the Association are:
 - (i) the Chairperson;
 - (ii) the Deputy Chairperson;
 - (iii) the Secretary; and
 - (iv) the Treasurer.
- (d) A Management Committee Member must be either:
 - (i) a General Member; or
 - (ii) the Chairperson appointed by the Management Committee from time to time.
- (e) Where a General Member is a local government, body corporate, or incorporated association and is elected as a Management Committee Member that General Member shall be represented on the Management Committee by the person appointed under Rule 6.3(a) as representative for that General Member;
- (f) No person is permitted to hold more than one of the positions set out in Rule 10.2(c) at any time.
- (g) No person shall be entitled to hold a position on the Management Committee if the person has been convicted of, or imprisoned in the previous five years for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act,
 unless the person has obtained the consent of the Commissioner.
- (h) No person shall be entitled to hold a position on the Management Committee if the person is:
 - (i) according to the Interpretation Act (WA) section 13D, a bankrupt or a person whose affairs are administered under insolvency laws unless the person has obtained the consent of the Commissioner; or
 - (ii) disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act.
- (i) The Chairperson must not be when appointed, nor have been within the period of 5 years prior to the appointment, either a Member, a person appointed under Rule 6.3(a) to represent a Member, an employee of a Member or a councillor or officer of a Member.

11. ROLE AND RESPONSIBILITIES OF MANAGEMENT COMMITTEE MEMBERS AND OFFICE HOLDERS

11.1 Obligations of the Management Committee

The Management Committee must take all reasonable steps to ensure the Association complies with its obligations under the Act and these Rules.

11.2 Responsibilities of Management Committee Members

- (a) A Management Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) A Management Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Association and for a proper purpose.
- (c) A Management Committee Member or former Management Committee Member must not improperly use information obtained because he or she is a Management Committee Member to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (d) A Management Committee Member or former Management Committee Member must not improperly use his or her position to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Association.
- (e) A Management Committee Member having any material personal interest in a matter being considered at a Management Committee Meeting must:
 - (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Management Committee;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Association; and
 - (iii) not be present while the matter is being considered at the Management Committee Meeting or vote on the matter.
- (f) Rule 11.2(e) does not apply in respect of a material personal interest that:
 - (i) exists only because the Management Committee Member belongs to a class of persons for whose benefit the Association is established; or
 - (ii) the Management Committee Member has in common with all, or a substantial proportion of, the members of the Association.
- (g) The Secretary must record every disclosure made by a Management Committee Member under Rule 11.2(e) in the minutes of the Management Committee Meeting at which the disclosure is made.
- (h) No Management Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the

Association unless the person is authorised by the Management Committee to do so and such authority is recorded in the minutes of the Management Committee Meeting.

- (i) The role of the Management Committee is in accordance with Rule 10.1(a) is to control the affairs of the Association. This role includes but is not limited to:
 - (i) ensuring the good governance of the Association;
 - (ii) determining and approving the policies of the Association;
 - (iii) determining the strategic direction of the Association and monitoring progress against the strategic plan;
 - (iv) determining and monitoring the risk management framework of the Association;
 - (v) appointing an Executive Committee and monitoring the performance of the Executive Committee;
 - (vi) appointing an Executive Officer and monitoring the performance of the Executive Officer; and
 - (vii) having oversight of the operations and activities of the Association.

11.3 Chairperson

The Chairperson:

- (a) must consult with the Secretary regarding the business to be conducted at each Management Committee Meeting and each General Meeting;
- (b) may convene special meetings of the Management Committee under Rule 14.1(c);
- (c) may preside over Management Committee Meetings under Rule 14.3;
- (d) may preside over General Meetings under Rule 17.4; and
- (e) must ensure that the minutes of a General Meeting or Management Committee Meeting are reviewed and signed as correct under Rule 20(b).

11.4 The Deputy Chairperson

The Deputy Chairperson:

- (a) shall assist the Chairperson in carrying out his or her duties and responsibilities as described in Rule 11.3; and
- (b) shall perform those duties and responsibilities in the absence of, and in accordance with the instructions of, the Chairperson.

11.5 Secretary

- (a) The Secretary shall be responsible for fulfilling the directives of the Management Committee and the day-to-day operations of the Association, and must:
 - (i) co-ordinate the correspondence of the Association;

- (ii) consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Management Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting;
 - (iii) keep and maintain in an up to date condition the Rules as required by Rule 24.1 and any by-laws of the Association made in accordance with Rule 25;
 - (iv) maintain the register of the Members, referred to in Rule 8.1;
 - (v) maintain the record of office holders of the Association, referred to in Rule 11.7;
 - (vi) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Association under Rule 27.1;
 - (vii) keep full and correct minutes of Management Committee Meetings and General Meetings; and
 - (viii) perform any other duties as are imposed by these Rules or the Association on the Secretary.
- (b) With the approval of the Management Committee, the Secretary may delegate the duties listed in Rule 11.5(a) to the Executive Officer for the Association.

11.6 The Treasurer

- (a) The Treasurer must:
- (i) ensure all moneys payable to the Association are collected, and that receipts are issued for those moneys in the name of the Association;
 - (ii) ensure the payment of all moneys referred to in Rule 11.6(a)(i) into the account or accounts of the Association as the Management Committee may from time to time direct;
 - (iii) ensure timely payments from the funds of the Association with the authority of a General Meeting or of the Management Committee;
 - (iv) ensure that the Association complies with the account keeping requirements in Part 5 of the Act;
 - (v) ensure the safe custody of the Financial Records of the Association and any other relevant records of the Association;
 - (vi) coordinate the preparation of the Financial Report of the Association prior to its submission to the Annual General Meeting of the Association, as if the Association was a Tier 3 Association;
 - (vii) assist the reviewer or auditor (if any) in performing their functions; and
 - (viii) perform any other duties as are imposed by these Rules or the Association on the Treasurer.
- (b) With the approval of the Management Committee, the Treasurer may delegate the duties listed in Rule 11.6(a) to the Executive Officer for the Association.

11.7 Record of Office Holders

- (a) The Secretary or a person authorised by the Management Committee from time to time must maintain a record of office holders.
- (b) The record of office holders must include:
 - (i) the full name of each Office Holder;
 - (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (iii) a current contact postal, residential or email address of each Office Holder.
- (c) The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Management Committee decides.

11.8 Inspecting the Record of Office Holders

- (a) Any Member, or a person appointed by a Member under Rule 6.3(a), is able to inspect the record of Office Holders free of charge, at such time and place as is mutually convenient to the Association and the Member.
- (b) The Member may make a copy of details from the record of Office Holders but has no right to remove the record for that purpose.

12. APPOINTING MANAGEMENT COMMITTEE MEMBERS

12.1 Appointment to the Management Committee

- (a) Management Committee Members (except for the Chairperson) are appointed to the Management Committee by:
 - (i) election at an Annual General Meeting; or
 - (ii) appointment to fill a casual vacancy under Rule 13.1(b).
- (b) The Chairperson:
 - (i) is appointed by the Management Committee under Rule 3.2;
 - (ii) must satisfy Rule 10.2(h).

12.2 Nominating for Membership of the Management Committee

- (a) The Secretary must send a notice calling for nominations for election to the Management Committee and specifying the date for the close of nominations, to all General Members at least twenty one (21) days before the date on which the Annual General Meeting is to be held.
- (b) Nominations for election to the Management Committee shall close not less than seven (7) days before the Annual General Meeting.
- (c) The nomination for election must be in the prescribed form:
 - (i) in writing;

- (ii) signed by the nominator (or the nominator's representative appointed pursuant to Rule 6.3), and the nominee to signify their willingness to stand for election; and
 - (iii) delivered in person, by facsimile transmission, email or post to the Secretary on or before the date for the close of nominations.
- (d) If a nomination for election to the Management Committee is not made in accordance with Rules 12.2(c) the nomination is to be deemed invalid and the Member will not be eligible for election unless Rule 12.3(c) applies.

12.3 Electing Management Committee Members

- (a) If the number of valid nominations received under Rule 12.2 is equal or less than to the number of vacancies to be filled for the relevant position on the Management Committee, the Member nominated shall be deemed to be elected at the Annual General Meeting.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Management Committee, elections for the positions must be conducted at the Annual General Meeting.
- (c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Management Committee, the candidates nominated are (if any) deemed to be elected and further nominations may be received from the floor of the Annual General Meeting.
- (d) A General Member who is eligible for election or re-election may have another General Member nominate him or her from the floor for election or re-election.
- (e) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Management Committee, elections for those positions must be conducted.
- (f) If an insufficient number of nominations are received from the floor for the number of vacancies on the Management Committee that remain, each position on the Management Committee for which there is no nomination is declared vacant by the person presiding at the Annual General Meeting and Rule 13.1(b) applies.
- (g) The elections for Office Holders or ordinary Management Committee Members are to be conducted at the Annual General Meeting in the manner directed by the Management Committee.
- (h) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the Annual General Meeting.

12.4 Voting in Elections for Membership of the Management Committee

- (a) Subject to Rule 19.3(d), each Member (who is a natural person, or a person representing a Member under Rule 6.3(a)) present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the Annual General Meeting may vote for one candidate for each vacant position on the Management Committee.
- (b) A Member who nominates for election or re-election may vote for himself or herself.

- (c) Elections for a position on the Management Committee at the Annual General Meeting shall be conducted by secret ballot. If any candidates receive an equal number of votes, the successful candidate shall be determined by a second or further ballots between the candidates with the equal number of votes until a clear winner is determined.

12.5 Term of Office of Management Committee Members

- (a) At each Annual General Meeting of the Association, the appointment of:
 - (i) the Deputy Chairperson, Secretary, and Treasurer shall be elected for a term of one (1) year; and
 - (ii) the remaining Management Committee Member or Members to be appointed at the Annual General Meeting shall be elected for a term of one (1) year.
- (b) A Management Committee Member's term will commence on the date of:
 - (i) election at an Annual General Meeting; or
 - (ii) appointment to fill a casual vacancy that arises under Rule 13.1(b); or
 - (iii) in the case of an independent Chairperson appointed by the Management Committee under Rule 3.2, the date of such appointment.
- (c) Subject to Rule 12.5(d) all retiring Management Committee Members are eligible, on nomination under Rule 12.2, for re-election.
- (d) Effective from the date of the 2023 AGM, subject to Rule 12.5 (e), Management Committee Member terms in aggregate are to be no longer than nine (9) years. The time served on the Management Committee prior to the date of the 2023 AGM does not count towards the nine (9) years.
- (e) The Management Committee will ensure that succession planning for Management Committee Member terms is undertaken and reviewed regularly to ensure an orderly transition of Management Committee roles.

13. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

13.1 Vacant Positions on the Management Committee

- (a) A casual vacancy occurs in the office of a Management Committee Member and that office becomes vacant if the Management Committee Member:
 - (i) dies;
 - (ii) ceases to be a Member;
 - (iii) becomes disqualified from holding a position under Rule 10.2 (f) or (g) as a result of bankruptcy or conviction of a relevant criminal offence;
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) resigns from office under Rule 13.2;
 - (vi) is removed from office under Rule 13.3;

- (vii) becomes prohibited or disqualified from being a responsible entity by the ACNC Commissioner under the ACNC Act; or
- (viii) is absent from more than:
 - (A) three (3) consecutive Management Committee Meetings without leave of absence that has been granted by the Management Committee; or
 - (B) three (3) Management Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Management Committee Meetings, where the Management Committee Member received notice of the meetings, and the Management Committee has resolved to declare the office vacant.
- (b) If a position on the Management Committee is declared vacant under Rule 12.3(f), or there is a casual vacancy within the meaning of Rule 13.1(a), the continuing Management Committee Members may:
 - (i) appoint a Member to fill that vacancy until the conclusion of the next Annual General Meeting; and
 - (ii) subject to Rule 13.1(c), act despite the vacant position on the Management Committee.
- (c) If the number of Management Committee Members is less than the number fixed under Rule 1.4 as the quorum for Management Committee Meetings, the continuing Management Committee Members may act only to:
 - (i) increase the number of Members on the Management Committee to the number required for a quorum; or
 - (ii) convene a General Meeting of the Association.
- (d) Where a Management Committee Member is a General Member that is a local government, body corporate or incorporated association which has appointed a person under Rule 6.3(a):
 - (i) the General Member that is a local government, body corporate or incorporated association that appointed that person may give written notice to the Secretary that such person has ceased to be the General Member's appointed representative, and nominate a replacement person as appointed representative; and
 - (ii) upon service of that notice the person who has ceased to be the representative shall cease to be the Management Committee Member, and the replacement person shall become the Management Committee Member, for that General Member.

13.2 Resigning from the Management Committee

- (a) A Management Committee Member may resign from the Management Committee by giving written notice of resignation to the Secretary, or if the Management Committee Member is the Secretary, to the Chairperson.
- (b) The Management Committee Member resigns:

- (i) at the time the notice is received by the Secretary or Chairperson under Rule 13.2(a); or
- (ii) if a later time is stated in the notice, at the later time.

13.3 Removal from the Management Committee

- (a) A Management Committee Member may only be removed from the Management Committee pursuant to Rule 13.1(a)(vi) by a resolution at a General Meeting of the Association.
- (b) The Management Committee Member who faces removal from the Management Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Management Committee.
- (c) If all Management Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Management Committee. The interim Management Committee must, within two months, convene a General Meeting of the Association for the purpose of electing a new Management Committee.

14. MANAGEMENT COMMITTEE MEETINGS

14.1 Meetings of the Management Committee

- (a) The Management Committee must meet at least six (6) times in each year..
- (b) The Management Committee is to determine the place and time of all Management Committee Meetings.
- (c) Meetings of the Management Committee may be convened under Rule 14.2 by:
 - (i) the Chairperson; or
 - (ii) any two Management Committee Members.

14.2 Notice of Management Committee Meetings

- (a) The Secretary must give each Management Committee Member at least 48 hours' notice of each Management Committee Meeting before the time appointed for holding the meeting.
- (b) Notice of a Management Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- (c) Subject to Rule 14.2(d), only the business specified on the notice of the Management Committee Meeting is to be conducted at that meeting.
- (d) Urgent business may be conducted at Management Committee Meetings if the Management Committee Members present at a Management Committee Meeting unanimously agree to treat the business as urgent.

14.3 Chairing at Management Committee Meetings

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as the chair of each Management Committee Meeting.

- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Management Committee Members must choose one of their number to preside as the chair of that Management Committee Meeting.

14.4 Procedure of the Management Committee Meeting

- (a) The quorum for a Management Committee Meeting is specified at Rule 1.4. The Management Committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.
- (c) If at a meeting adjourned under Rule 14.4(b), a quorum is not present within half an hour of the time appointed for the meeting, the Management Committee Members personally present will constitute a quorum.
- (d) Management Committee Meetings may take place:
 - (i) where the Management Committee Members are physically present together; or
 - (ii) where the Management Committee Members are able to communicate by using any technology that reasonably allows, at the discretion of the person who is the chair of that meeting or a majority of those Management Committee Members physically present, the Management Committee Member to participate fully in discussions as they happen in the Management Committee Meeting and in making decisions, provided that the participation of each Management Committee Member in the Management Committee Meeting must be made known to all other Management Committee Members.
- (e) A Management Committee Member who participates in a meeting as set out in Rule 14.4(d)(ii):
 - (i) is deemed to be present at the Management Committee Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,
 until the Management Committee Member notifies the other Management Committee Members that he or she is no longer taking part in the Management Committee Meeting.
- (f) Subject to these Rules, the Management Committee Members present at the Management Committee Meeting are to determine the procedure and order of business to be followed at a Management Committee Meeting.
- (g) Subject to Rule 14.5, all Management Committee Members have the right to attend and vote at Management Committee Meetings.
- (h) All Members, or other guests, may attend Management Committee Meetings if invited by the Management Committee but the person shall not have any right to comment without invitation, or any right to vote.
- (i) The Secretary or a person authorised by the Management Committee from time to time must keep minutes of the resolutions and proceedings of all Management Committee Meetings together with a record of the names of persons present at each meeting.

14.5 Voting at Management Committee Meetings

- (a) Each Management Committee Member (except the person appointed to chair the meeting) present at a Management Committee Meeting has a deliberative vote.
- (b) A question arising at a Management Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the person appointed to chair the Management Committee Meeting as set out in Rule 14.3 is entitled to exercise a casting vote.
- (c) Decisions may be made by general agreement or a show of hands.
- (d) A poll by secret ballot must be used if requested by any one Management Committee Member who requires a matter to be determined in this way and the person presiding as chair of the Management Committee Meeting will oversee the ballot.

14.6 Acts not Affected by Defects or Disqualifications

Any act performed by the Management Committee, a sub-committee or a person acting as a Management Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a Management Committee Member, sub-committee or person holding a subsidiary office; or
- (b) a Management Committee Member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Member.

14.7 Unanimous Resolutions Without Meeting

- (a) A resolution signed by all members of the Management Committee and delivered to the Secretary shall have the same effect as if passed at a Management Committee Meeting.
- (b) A resolution pursuant to Rule 14.7 may be executed in any number of counterparts (whether in original or a copy transmitted by facsimile or pdf document transmitted by email), all of which taken together constitute one and the same document, and the resolution will be deemed to be made at the time the last resolution document signed by a Management Committee Member is received by the Secretary.

15. REMUNERATION OF MANAGEMENT COMMITTEE MEMBERS

Subject to Rule 3.2(a) and 4(c), a Management Committee Member must not receive any remuneration for their services as a Management Committee Member.

16. SUB-COMMITTEES AND DELEGATION

16.1 Appointment of Sub-Committee

- (a) The Management Committee may appoint (or may cancel) one or more sub-committees as considered appropriate by the Management Committee from time to time to assist with the conduct of the Association's operations, or to examine or report on any matter.

- (b) Sub-committees may comprise (in such numbers as the Management Committee determines) Members and non-members.
- (c) Subject to these Rules, the sub-committee members present at the sub-committee meeting are to determine the procedure and order of business to be followed at the sub-committee meeting.
- (d) The sub-committee shall remain responsible to, and must follow any directions of, the Management Committee at all times.

16.2 Delegation by Management Committee to Sub-Committee

- (a) The Management Committee may delegate, in writing, to any or all of the sub-committees, any authority, power or functions and may cancel any authority, powers or functions, as the Management Committee sees fit from time to time.
- (b) Despite any delegation under this Rule, the Management Committee may continue to exercise all its functions, including any function that has been delegated to a sub-committee and remains responsible for the exercise of those functions at all times.

16.3 Delegation to Subsidiary Offices

- (a) The Management Committee may create and fill such subsidiary office as may be necessary for the proper and efficient management of the Association's affairs.
- (b) The Management Committee may delegate, in writing, to any person holding a subsidiary office any authority, power or functions and may cancel any authority, powers or functions, as the Management Committee sees fit from time to time.
- (c) Despite any delegation under this Rule, the Management Committee may continue to exercise all its functions, including any function that has been delegated to a subsidiary office and remains responsible for the exercise of those functions at all times.

17. GENERAL MEETINGS

17.1 Procedure for General Meetings

- (a) General Meetings may take place where the Members (being a natural person or represented by a person appointed under Rule 6.3(a)):
 - (i) are physically present together; or
 - (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that:
 - (A) the use of technology is permitted either by the person presiding as chair of the meeting or by a resolution of those Members physically present; and
 - (B) the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in Rule 17.1(a)(ii):

- (i) is deemed to be present at the General Meeting; and
- (ii) continues to be present at the General Meeting for the purposes of establishing a quorum,

until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

17.2 Quorum for General Meetings

- (a) The Quorum for General Meetings is specified in Rule 1.4.
- (b) Subject to Rules 17.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within thirty (30) minutes of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a Special General Meeting, the meeting is to stand adjourned to:
 - (A) a place, date, and time as determined by the Management Committee; and
 - (B) the Secretary must give notice of the adjourned Special General Meeting in the same or substantially the same manner as General Meetings are convened;
 - (ii) in the case of an Annual General Meeting, the meeting is to stand adjourned to:
 - (A) the same time and day in the following week; and
 - (B) the same place unless another place is specified by the person acting as the chair of that Annual General Meeting at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the commencement of the meeting, the Members present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the meeting are to constitute a quorum.

17.3 Notice of General Meetings and Motions

- (a) The Secretary must give at least:
 - (i) 21 days' notice of a General Meeting to each Member, or
 - (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
 - (i) the place, date and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting.

- (c) The notice convening a General Meeting or any notice of motion must be issued in the manner prescribed by Rule 2.3.

17.4 Presiding Member

- (a) The Chairperson, or in the Chairperson's absence the Deputy-Chairperson, is to preside as chair of each General Meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Management Committee Members must choose one of their number to preside as chair of the General Meeting.

17.5 Adjournment of General Meetings

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of a majority of Members present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rules 23 and 17.3 as if that General Meeting was a new General Meeting.

18. SPECIAL GENERAL MEETINGS

18.1 Special General Meeting

- (a) The Management Committee may at any time convene a Special General Meeting of the Association.
- (b) The Secretary must issue a notice to convene a Special General Meeting of the Association within 28 days after receiving a written request to do so from at least 20 per cent of the total number of General Members.

18.2 Request for Special General Meeting

A request by the General Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of General Members making the request as specified in Rule 18.1(b); and
- (c) be lodged with the Secretary.

18.3 Failure to Convene Special General Meeting

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in Rule 18.1(b), the General Members who made the request may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Management Committee.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Management Committee

and the Association must pay the reasonable expenses of convening and holding the Special General Meeting.

19. MAKING DECISIONS AT GENERAL MEETINGS

19.1 Special Resolutions

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 19.1(c).
- (b) A Special Resolution of the Association is required to:
 - (i) amend the name of the Association;
 - (ii) amend the Rules, under Rule 24.2;
 - (iii) affiliate the Association with another body;
 - (iv) transfer the incorporation of the Association;
 - (v) amalgamate the Association with one or more other incorporated associations;
 - (vi) voluntarily wind up the Association;
 - (vii) cancel incorporation;
 - (viii) request that a statutory manager be appointed; or
 - (ix) sell, transfer or otherwise dispose of any land owned by the Association.
- (c) Notice of a Special Resolution must:
 - (i) be in writing;
 - (ii) include the place, date and time of the meeting;
 - (iii) include the intention to propose a Special Resolution;
 - (iv) set out the wording of the proposed Special Resolution; and
 - (v) be given in accordance with Rule 2.3.
- (d) If notice is not given in accordance with Rule 19.1(c), the Special Resolution will have no effect.
- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the meeting.

19.2 Ordinary Resolutions

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

19.3 Voting at meetings

- (a) Subject to these Rules, each General Member has one vote at a General Meeting of the Association.

- (b) A person casts a vote at a meeting either by:
 - (i) voting at the meeting either in person; or
 - (ii) through the use of technology under Rule 17.1(a)(ii).
- (c) In the case of an equality of votes at a General Meeting, the person acting as chair of the meeting is entitled to exercise a second or casting vote.
- (d) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register (and where required has appointed a person under Rule 6.3(a)), as at the date the notice of the General Meeting was sent out under Rule 17.3.

19.4 Manner of Determining Whether Resolution Carried

- (a) Unless a Poll is demanded under Rule 19.5, if a question arising at a General Meeting of the Association is determined by general agreement or a show of hands, a declaration must be made by the person acting as chair of the General Meeting that the resolution has been:
 - (i) carried unanimously;
 - (ii) carried by a particular majority; or
 - (iii) lost.
- (b) If the declaration relates to a Special Resolution, then subject to Rule 19.1(c), the declaration should state that a Special Resolution has been determined.
- (c) The declaration made under Rule 19.4(a) must be entered into the minute book of the Association.
- (d) The entry in the minute book of the Association under Rule 19.4(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

19.5 Poll at General Meetings

- (a) At a General Meeting, a Poll on any question may be demanded by either:
 - (i) the person acting as chair of the meeting; or
 - (ii) at least three Members of the Members present in person, or present through the use of technology under Rule 17.1(a)(ii), and eligible to cast a vote at the meeting.
- (b) If a Poll is demanded at a General Meeting, the Poll must be taken in a manner as the person acting as chair of the meeting directs and a declaration by the person acting as chair of the result of the Poll is evidence of the matter so declared.
- (c) If a Poll is demanded at a General Meeting, the Poll must be taken:
 - (i) immediately in the case of a Poll which relates to electing a person to preside over the meeting;
 - (ii) immediately in the case of a Poll which relates to adjourning the meeting; or

- (iii) in any other case, in the manner and time before the close of the meeting as the person acting as chair directs.

20. MINUTES OF MEETINGS

- (a) The Secretary or a person authorised by the Management Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Management Committee Meetings together with a record of the names of persons present at each meeting. The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- (b) The Chairperson must ensure that the minutes of a General Meeting or Management Committee Meeting under Rule 20(a) are reviewed and signed as correct by:
 - (i) the person acting as chair of the General Meeting or Management Committee Meeting to which those minutes relate; or
 - (ii) the person acting as chair of the next succeeding General Meeting or Management Committee Meeting.
- (c) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
 - (i) the General Meeting or Management Committee Meeting to which they relate was duly convened and held;
 - (ii) all proceedings recorded as having taken place at the General Meeting or Management Committee 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.
- (d) The minutes of General Meetings may be inspected by a Member under Rule 27.2.
- (e) The minutes of Management Committee Meetings may be inspected by a Member under Rule 27.2 unless the Management Committee determines that the minutes of Management Committee Meetings generally, or the minutes of a specific Management Committee Meeting are not to be available for inspection.

21. FUNDS AND ACCOUNTS

21.1 Control of Funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the Management Committee.
- (b) The funds of the Association are to be used in pursuance of the objects of the Association.
- (c) The Treasurer shall open and operate and maintain bank accounts in the name of the Association and shall have all moneys received by the Association deposited into such an account.

- (d) The Treasurer may open accounts with any financial institution in the name of the Association for the investment of Association moneys received into an Association bank account.
- (e) Payments from an Association account with any bank or other financial institution shall only be made if authorised by both:
 - (i) the Treasurer or in the Treasurer's absence by a duly authorised Management Committee Member; and
- (f) another duly authorised Management Committee Member. All expenditure above the maximum amount set by the Management Committee from time to time must be approved or ratified at a Management Committee Meeting.

21.2 Source of Association Funds

- (a) The funds of the Association may be derived from a levy of Members, donations, State or Commonwealth grants, interest, and any other sources approved by the Management Committee.
- (b) The Association must, as soon as practicable:
 - (i) deposit all money received by the Association, to the credit of the Association's bank account, without deduction; and
 - (ii) after receiving any money, issue an appropriate receipt.

21.3 Financial Records

- (a) The Association must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.
- (b) The Association must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

21.4 Financial Reports

- (a) For each financial year, the Association must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting Rule 21.4(a), those requirements include—
 - (i) the preparation of a Financial Report;
 - (ii) an audit of the Financial Report; and
 - (iii) the presentation of the Financial Report to the Annual General Meeting (and a copy of the auditor's report); and
 - (iv) if required by the regulations made under the Act, the lodgement of the annual return with the Commissioner.

21.5 Audit of the Financial Report

The Association must ensure that an audit is undertaken of the Financial Report of the Association.

22. FINANCIAL YEAR OF THE ASSOCIATION

The financial year of the Association is the period of 12 months commencing on 1 July and ending on 30 June.

23. ANNUAL GENERAL MEETINGS

23.1 Annual General Meeting

- (a) Subject to Rule 23.1(b), the Association must convene an Annual General Meeting each calendar year:
 - (i) within 6 months after the end of the Association's Financial Year; or
 - (ii) within a longer period as the Commissioner may allow.
- (b) If the Association requires the approval from the Commissioner to hold its Annual General Meeting within a longer period under Rule 23.1(a)(ii), the Secretary must apply to the Commissioner no later than four months after the end of the Association's Financial Year.

23.2 Notice of Annual General Meeting

The notice convening an Annual General Meeting must specify that it is the Annual General Meeting of the Association and otherwise must comply with Rules 2.3 and 17.3 (as applicable).

23.3 Business to be Conducted at Annual General Meeting

- (a) Subject to Rule 23.1, the Annual General Meeting of the Association is to be convened on a date, time and place as the Management Committee decides.
- (b) At each Annual General Meeting of the Association, the business of the Annual General Meeting shall include in this order:
 - (i) confirmation of the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
 - (ii) the Chairperson's report;
 - (iii) the Treasurer's report;
 - (iv) the Association, must present the Financial Report of the Association for the preceding Financial Year;
 - (v) if applicable, appoint or remove an auditor in accordance with the Act;
 - (vi) present a copy of the auditor's report to the Association;
 - (vii) the election of the Office Holders and ordinary Management Committee Members whose terms expire;
 - (viii) special business of which notice is given; and

- (ix) general business.

24. RULES OF THE ASSOCIATION

24.1 Rules of the Association

- (a) These Rules bind every Member and the Association and each Member agrees to comply with these Rules.
- (b) The Association must provide, free of charge, a copy of the Rules in force, at the time membership commences, to each person who becomes a Member under Rule 5.5.
- (c) The Association must keep a current copy of the Rules.

24.2 Amendment of Rules, Name and Objects

- (a) The Association may only alter, rescind or add to these Rules by Special Resolution at a General Meeting.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - (i) one month after the Special Resolution is passed; or
 - (ii) a longer period as the Commissioner may allow.
- (c) Subject to Rule 24.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b).
- (d) An amendment to the Rules that changes or has the effect of changing:
 - (i) the name of the Association; or
 - (ii) the objects or purposes of the Association,
 does not take effect until the required documents are lodged with the Commissioner under Rule 24.2(b) and the approval of the Commissioner is given in writing.
- (e) The Association must in writing notify the Australian Tax Office of any alterations to the Rules.

25. BY-LAWS OF THE ASSOCIATION

- (a) The Members of the Association may make, amend and repeal by-laws for the management of the Association by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.
- (b) The by-laws made under Rule 25(a):
 - (i) do not form part of the Rules;
 - (ii) may make provision for:
 - (A) rights and obligations that apply to each class of membership;

- (B) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - (C) restrictions on the powers of the Management Committee including the power to dispose of assets; and
 - (D) any other matter that the Association considers necessary or appropriate; and
- (iii) must be available for inspection by Members.

26. AUTHORITY REQUIRED TO BIND ASSOCIATION

26.1 Executing Documents

The Association may execute a document without using a common seal if the document is signed by:

- (a) any two Management Committee Members; or
- (b) one Management Committee Member and a person authorised by the Management Committee.

26.2 Use of the Common Seal

- (a) If the Association has a common seal on which its corporate name appears in legible characters:
 - (i) the Secretary or any other person as the Management Committee from time to time decides must provide for its safe custody; and
 - (ii) it must only be used under resolution of the Management Committee.
- (b) The Association executes a document with its common seal, if the fixing of the seal is done:
 - (i) under resolution of the Management Committee; and
 - (ii) witnessed by any two of the Chairperson, the Deputy Chairperson, or the Secretary.
- (c) Every use of the common seal must be recorded in the Management Committee's minute book.

27. THE ASSOCIATION'S BOOKS AND RECORDS

27.1 Custody of the Books of the Association

- (a) Except as otherwise decided by the Management Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Association with the exception of including the Financial Records, which, except as otherwise directed by the Management Committee from time to time, are to be kept under the custody or control of the Treasurer.
- (b) The Books of the Association must be retained for at least 7 years.

27.2 Inspecting the Books of the Association

- (a) Subject to these Rules, and in particular Rule 20(e), a Member is able to inspect the Books of the Association, with the exception of the Financial Records, free of charge at such time and place as is mutually convenient to the Association and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Association.
- (c) The Member may copy details from the Books of the Association but has no right to remove the Books of the Association for that purpose.

27.3 Prohibition on Use of Information in the Books of the Association

A Member must not use or disclose information in the Books of the Association except for a purpose:

- (a) that is directly connected with the affairs of the Association; or
- (b) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

27.4 Returning the Books of the Association

Outgoing Management Committee Members are responsible for transferring all relevant assets and Books of the Association to the new Management Committee within 14 days of ceasing to be a Management Committee Member.

28. RESOLVING DISPUTES

28.1 Disputes Arising under the Rules

- (a) This Rule applies to:
 - (i) disputes between Members; and
 - (ii) disputes between the Association and one or more Members that arise under the Rules or relate to the Rules of the Association.
- (b) In this Rule “Member” includes any former Member whose membership ceased not more than six months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may refer the dispute to the Management Committee under Rule 28.2 or to mediation under Rule 28.3 by giving written notice to the Secretary and to the other parties specifying:
 - (i) the parties to the dispute,
 - (ii) details of, the dispute, and
 - (iii) whether the dispute is referred to the Management Committee for determination or to mediation.

28.2 Determination by Management Committee

If the dispute is referred to the Management Committee:

- (a) The Secretary must convene a Management Committee Meeting within 28 days after the Secretary receives notice of the dispute under Rule 28.1(d) for the Management Committee to determine the dispute.
- (b) At the Management Committee Meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- (c) The Secretary must inform the parties to the dispute of the Management Committee's decision and the reasons for the decision within 7 days after the Management Committee Meeting at which the dispute is determined.

28.3 Mediation

If the dispute is referred to mediation:

- (a) The mediator must be:
 - (i) a person chosen by agreement between the parties; or
 - (ii) in the absence of agreement within 7 days of notice of the dispute under Rule 28.1(d):
 - (A) if the dispute is between a Member and another Member, then a person appointed by the Secretary; or
 - (B) if the Association, the Management Committee or a Management Committee Member are a party to the dispute then a person nominated by the Resolution Institute or its successor organisation, who accepts appointment as mediator.
- (b) A Member can be a mediator, but the mediator cannot be a Member who is a party to the dispute.
- (c) The parties to the dispute must acting reasonably and in good faith attempt to settle the dispute by mediation.
- (d) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the mediation session.
- (e) Subject to any direction from the mediator regarding the procedure for the conduct of the mediation, the mediation will be conducted in accordance with the Mediation Rules of the Resolution Institute.
- (f) The costs of the mediation must be paid for equally by the parties to the dispute.
- (g) The mediator shall be independent of, and act fairly and impartially as between the parties. The Mediator shall assist the parties to negotiate between themselves a mutually acceptable resolution of the dispute.
- (h) Information provided by the parties in the course of the mediation is confidential and cannot be used in any other legal proceedings that may take place in relation to the dispute.

28.4 Inability to Resolve Disputes

If a dispute cannot be resolved under the procedures set out in the Rules, any party to the dispute may apply to the State Administrative Tribunal to determine the dispute in accordance with the Act or otherwise at law.

29. CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Act if the General Members, who are on the Register of Members and who are eligible to vote under the Rules, resolve by Special Resolution that the Association will:
 - (i) apply to the Commissioner for cancellation of its incorporation; or
 - (ii) appoint a liquidator to wind up its affairs.
- (b) The Association must be wound up under Rule 29(a)(ii) and Part 9 of the Act before cancellation can take place if it has outstanding debts or any other outstanding legal obligations or is a party to any current legal proceedings.
- (c) On the cancellation of the incorporation or the winding up of the Association:
 - (i) all remaining Community Housing Assets are to be returned to the Housing Authority or transferred to another registered CHP in Western Australia; and
 - (ii) its Surplus Property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.
- (d) If, upon the cancellation of the incorporation or winding up of the Association, there remains, Surplus Property, the same must not be paid to or distributed among the Members or Management Committee Members of the Association but must be transferred to one or more institutions, funds or authorities of the type set out in the Act which:
 - (i) have one or more objects similar to the Association Objects;
 - (ii) is a Registered Charity;
 - (iii) is a Deductible Gift Recipient; and
 - (iv) prohibit distribution of its income and property among its members and committee members (or other controlling body) to an extent at least as great as is imposed on the Association by Rule 4.
- (e) If, upon the revocation of the Association's endorsement as a Deductible Gift Recipient, there remains, after satisfaction of all its debts and liabilities, any gifts, Contributions or money received because of such gifts or Contributions, the same must not be paid to, or distributed among, the Members or Management Committee Members of the Association, but must be transferred to one or more institutions, funds or authorities which:
 - (i) have one or more objects similar to the Association Objects;
 - (ii) is a Registered Charity;
 - (iii) is a Deductible Gift Recipient; and

- (iv) prohibit distribution of its income and property among its members and committee members (or other controlling body) to an extent at least as great as is imposed on the Association by Rule 4.
- (f) The identity of the institutions, funds or authorities referred to in Rules 29(c) and 29(e) must be decided by Special Resolution of the Members.
- (g) Where gifts to an institution, fund or authority are deductible only if, among other things, the conditions set out in the relevant table item in subdivision 30-B of the ITAA97 are satisfied, a transfer under this rule must be made in accordance with those conditions.

30. RESERVE POWERS OF THE FOUNDATION GENERAL MEMBERS

30.1 Reserve Powers

During the period of three (3) years (**Reserve Power Period**) immediately following the General Meeting at which this Constitution is adopted by the Association:

- (a) The Management Committee can only impose an annual levy or a discretionary levy on Members pursuant to Rule 9 if the amount of the levy is approved by a resolution of not less than seven (7) of the Foundation General Members. The resolution must be either:
 - (i) at a meeting of the Foundation General Members convened for that purpose by the Secretary or such other person authorised by the Management Committee from time to time; or
 - (ii) by written resolution of the Foundation General Members prepared and sent to all Foundation General Members for that purpose by the Secretary or such other person authorised by the Management Committee from time to time.
- (b) The Management Committee must include at least one (1) member that is a person nominated by a Foundation General Member pursuant to Rule 6.3.

30.2 Expiry of Reserve Powers

From the expiry of the Reserve Power Period this Rule 30 shall cease to apply.

30.3 Review of Reserve Powers

A review of the reserve powers of the Foundation General Members under Rule 30.1 shall be undertaken by the Management Committee within two years of the adoption of this Constitution. Any extension or amendment of the reserve powers of this Rule 30 can only be made pursuant to Rule 24.2.

9.1.5 APPOINTMENT OF MEMBERS AS REPRESENTATIVES TO COMMUNITY BASED ENTITIES

Applicant:	Shire of Wyalkatchem
Location:	Shire of Wyalkatchem
Date:	22 October 2025
Reporting Officer:	Ian McCabe, Acting Chief Executive Officer
Disclosure of Interest:	No interest to disclose
File Number:	13.05.01
Attachment Reference:	NIL

SUMMARY

This item addresses council representation with community-based entities.

BACKGROUND

The tenure of local government representatives to community-based entities terminates with the local government election. These arrangements are not governed by terms of reference and are intended to assist with the role of Council (the Local Government Act 1995, 'the Act', s.2.7 c) and d), and the role of Councillor (the Act, s.2.10 (1) a)). Accordingly, the representatives are appointed by council with a voting requirement of simple majority.

COMMENT

The tenure of local government representatives to community-based entities terminates with the local government election. These arrangements are not governed by terms of reference and are intended to assist with the role of Council (the Local Government Act 1995, 'the Act', s.2.7 c) and d) and the role of Councillor (the Act, s.2.10 (1) a)). Accordingly, the representatives are appointed by council with a voting requirement of simple majority.

Section 2.7 c) and d) state:

(that Council's governing role includes)

(c) planning strategically for the future of the district;

(d) determining the services and facilities to be provided by the local government in the district;

(and)

Section 2.10 (1) (a) states that the role of a Councillor includes:

(c) facilitates communication with the community about council decisions;

Representation can do these things but importantly entities are independent of council. Where the delegate exercises decision making authority at the entity and the interests of the entity may conflict with the local government's stated position, the delegate will consider a declaration of impartiality interest when relevant items are presented to Council.

The following entities are to be considered:

Entity	Representative
CBH Museum	Agendas and Minutes only. Primary: Cr Secondary: Cr
Friends of the Cemetery	Acting CEO / CEO when appointed Manager of Works
RSL Sub-Branch	Primary: Cr Secondary: Cr
Wheatbelt AgCare	Primary: Cr Secondary: Cr
Local Health Advisory Group	Primary: Cr Secondary: Cr
Senior Citizens' Homes Trust Inc.	Primary: Cr Secondary: Cr

STATUTORY ENVIRONMENT

Local Government Act 1995

POLICY IMPLICATIONS

There are no direct policy implications in relation to this item.

FINANCIAL IMPLICATIONS

There are no direct financial implications in relation to this item.

RISK IMPLICATIONS

The maintenance of this committee will reduce risk by improving oversight, facilitating audit processes and creating public record in relation to hazard management within the district.

COMMUNITY AND STRATEGIC OBJECTIVES

This item is supportive of the aspirations of the Strategic Community Plan 2024 – 2034.

Voting Requirement:

Simple Majority

Officer Recommendation:

(132/2025) Moved: Cr Stratford Seconded: Cr Gamble

That Council appoint the following persons to represent Council's position and facilitate the roles and responsibilities of a councillor and Council:

CBH Museum Cr__Begley_____

Cr Lawson-Kerr_____

Friends of the Cemetery Acting CEO / CEO when appointed / Manager of Works

RSL Sub-Branch Cr Gamble_____

Cr Petchell_____

Wheatbelt AgCare Council delegates this to the Acting CEO (CEO) and
administration

Local Health Advisory Group Cr Stratford_____

Cr Loton_____

Wyalkatchem Senior Citizens' Homes Trust Inc.

Cr Stratford_____

Cr Dickson_____

CARRIED 7/0

Vote for: Cr's Petchell, Stratford, Dickson, Loton, Begley, Gamble and Lawson-Kerr

9.1.6 SELECTION CRITERIA, CHIEF EXECUTIVE OFFICER - RECRUITMENT

Applicant:	Shire of Wyalkatchem
Location:	Shire of Wyalkatchem
Date:	22 October 2025
Reporting Officer:	Ian McCabe, Acting Chief Executive Officer
Disclosure of Interest:	No interest to disclose
File Number:	13.05.01
Attachment Reference:	1. Adopted Standards for CEO Recruitment, Performance and Termination; 2. Position Description; 3. Selection Criteria

Note: Attachments 2 and 3 were workshopped with council and the appointed consultant prior to the meeting and were tabled at the meeting.

SUMMARY

This item continues the process of recruitment of a Chief Executive Officer by approving required documentation.

BACKGROUND

The local government has commenced the process of recruiting a Chief Executive Officer. The local government must by resolution of absolute majority approve a job description, setting out the duties and responsibilities of the position, as well as the selection criteria, in accordance with the Adopted Standards.

COMMENT

Council initially commenced consideration of CEO recruitment in July 2025. Subsequent consideration of an impending local government election and appointment of a temporary (acting) CEO allowed for a delay to this month.

A recruitment consultant has been engaged, and this item provides necessary documentation to commence recruitment, including advertising of the vacancy.

Council has discussed the contents of the documentation in workshop, and the drafts are presented for council's consideration and decision.

STATUTORY ENVIRONMENT

Local Government Act 1995

POLICY IMPLICATIONS

Adopted Standards for CEO Recruitment, Performance and Termination Policy applies to this item.

FINANCIAL IMPLICATIONS

There are no direct financial implications in relation to this item. The process for recruitment and the remuneration for Chief Executive Officer is included in the approved budget.

RISK IMPLICATIONS

Risk is the effect of uncertainty on business decisions; this item reduces business uncertainty and contributes to fulfilling legislated responsibilities of council.

COMMUNITY AND STRATEGIC OBJECTIVES

This item is supportive of the aspirations of the Strategic Community Plan 2024 – 2034.

Voting Requirement:

Absolute Majority

Officer Recommendation

(133/2025) Moved: Cr Lawson-Kerr Seconded: Cr Dickson

That Council:

1. Approve the position description for Chief Executive Officer as attached to this item with minor editorial amendments.
2. Approve the selection criteria for the recruitment of a Chief Executive Officer as attached to this item, with recommended amendments.

CARRIED 7/0

Vote for: Cr's Petchell, Stratford, Dickson, Loton, Begley, Gamble and Lawson-Kerr

Adopted Standards for CEO Recruitment, Performance and Termination Policy - Adopted 28 April 2021

Schedule 2 — Model standards for CEO recruitment, performance and termination [Local Government Act 1995 S5.39A & Local Government (Administration) Regulations 1996 R18FA].

1. Citation

These are the Shire of Wyalkatchem's Standards for CEO Recruitment, Performance and Termination.

2. Terms used

(1) In these standards —

Act means the Local Government Act 1995;

additional performance criteria means performance criteria agreed by the local government and the CEO under clause 16(1)(b);

applicant means a person who submits an application to the local government for the position of CEO;

CEO means the local government's Chief Executive Officer;

contract of employment means the written contract, as referred to in section 5.39 of the Act, that governs the employment of the CEO;

contractual performance criteria means the performance criteria specified in the CEO's contract of employment as referred to in section 5.39(3)(b) of the Act;

job description form means the job description form for the position of CEO approved by the local government under clause 5(2);

local government means the [insert name of local government];

selection criteria means the selection criteria for the position of Chief Executive Officer determined by the local government under clause 5(1) and set out in the job description form;

selection panel means the selection panel established by the local government under clause 8 for the employment of a person in the position of CEO.

(2) Other terms used in these standards that are also used in the Act have the same meaning as they have in the Act, unless the contrary intention appears.

Division 2 — Standards for recruitment of CEOs

3. Overview of Division

This Division sets out standards to be observed by the local government in relation to the recruitment of CEOs.

4. Application of Division

(1) Except as provided in subclause (2), this Division applies to any recruitment and selection process carried out by the local government for the employment of a person in the position of CEO.

(2) This Division does not apply —

(a) if it is proposed that the position of CEO be filled by a person in a class prescribed for the purposes of section 5.36(5A) of the Act; or

(b) in relation to a renewal of the CEO's contract of employment, except in the circumstances referred to in clause 13(2).

5. Determination of selection criteria and approval of job description form

(1) The local government must determine the selection criteria for the position of CEO, based on the local government's consideration of the knowledge, experience, qualifications and skills necessary to effectively perform the duties and responsibilities of the position of CEO of the local government.

(2) The local government must, by resolution of an absolute majority of the council, approve a job description form for the position of Chief Executive Officer which sets out —

(a) the duties and responsibilities of the position; and

(b) the selection criteria for the position determined in accordance with subclause (1).

6. Advertising requirements

(1) If the position of CEO is vacant, the local government must ensure it complies with section 5.36(4) of the Act and the Local Government (Administration) Regulations 1996 regulation 18A.

(2) If clause 13 applies, the local government must advertise the position of CEO in the manner referred to in the Local Government (Administration) Regulations 1996 regulation 18A as if the position was vacant.

7. Job description form to be made available by local government

If a person requests the local government to provide to the person a copy of the job description form, the local government must —

(a) inform the person of the website address referred to in the

Local Government (Administration) Regulations 1996 regulation 18A(2)(da); or

(b) if the person advises the local government that the person is unable to access that website address —

(i) email a copy of the job description form to an email address provided by the person; or

(ii) mail a copy of the job description form to a postal address provided by the person.

8. Establishment of selection panel for employment of CEO

(1) In this clause —

independent person means a person other than any of the following —

(a) a council member;

(b) an employee of the local government;

(c) a human resources consultant engaged by the local government.

(2) The local government must establish a selection panel to conduct the recruitment and selection process for the employment of a person in the position of CEO.

(3) The selection panel must comprise —

(a) council members (the number of which must be determined by the local government); and

(b) at least 1 independent person.

9. Recommendation by selection panel

(1) Each applicant's knowledge, experience, qualifications and skills must be assessed against the selection criteria by or on behalf of the selection panel.

(2) Following the assessment referred to in subclause (1), the selection panel must provide to the local government —

(a) a summary of the selection panel's assessment of each applicant; and

(b) unless subclause (3) applies, the selection panel's recommendation as to which applicant or applicants are suitable to be employed in the position of CEO.

(3) If the selection panel considers that none of the applicants are suitable to be employed in the position of CEO, the selection panel must recommend to the local government —

(a) that a new recruitment and selection process for the position be carried out in accordance with these standards; and

(b) the changes (if any) that the selection panel considers should be made to the duties and responsibilities of the position or the selection criteria.

(4) The selection panel must act under subclauses (1), (2) and (3) —

(a) in an impartial and transparent manner; and

(b) in accordance with the principles set out in section 5.40 of the Act.

(5) The selection panel must not recommend an applicant to the local government under subclause (2)(b) unless the selection panel has —

(a) assessed the applicant as having demonstrated that the applicant's knowledge, experience, qualifications and skills meet the selection criteria; and

(b) verified any academic, or other tertiary level, qualifications the applicant claims to hold; and

(c) whether by contacting referees provided by the applicant or making any other inquiries the selection panel considers appropriate, verified the applicant's character, work history, skills, performance and any other claims made by the applicant.

(6) The local government must have regard to, but is not bound to accept, a recommendation made by the selection panel under this clause.

10. Application of cl. 5 where new process carried out

(1) This clause applies if the local government accepts a recommendation by the selection panel under clause 9(3)(a) that a new recruitment and selection process for the position of CEO be carried out in accordance with these standards.

(2) Unless the local government considers that changes should be made to the duties and responsibilities of the position or the selection criteria —

(a) clause 5 does not apply to the new recruitment and selection process; and

(b) the job description form previously approved by the local government under clause 5(2) is the job description form for the purposes of the new recruitment and selection process.

11. Offer of employment in position of CEO

Before making an applicant an offer of employment in the position of CEO, the local government must, by resolution of an absolute majority of the council, approve —

(a) the making of the offer of employment to the applicant; and

(b) the proposed terms of the contract of employment to be entered into by the local government and the applicant.

12. Variations to proposed terms of contract of employment

(1) This clause applies if an applicant who is made an offer of employment in the position of CEO under clause 11 negotiates with the local government a contract of employment (the negotiated contract) containing terms different to the proposed terms approved by the local government under clause 11(b).

(2) Before entering into the negotiated contract with the applicant, the local government must, by resolution of an absolute majority of the council, approve the terms of the negotiated contract.

13. Recruitment to be undertaken on expiry of certain CEO contracts

(1) In this clause —

commencement day means the day on which the Local Government (Administration) Amendment Regulations 2021 regulation 6 comes into operation.

(2) This clause applies if —

(a) upon the expiry of the contract of employment of the person (the incumbent CEO) who holds the position of CEO —

(i) the incumbent CEO will have held the position for a period of 10 or more consecutive years, whether that period commenced before, on or after commencement day; and

(ii) a period of 10 or more consecutive years has elapsed since a recruitment and selection process for the position was carried out, whether that process was carried out before, on or after commencement day; and

(b) the incumbent CEO has notified the local government that they wish to have their contract of employment renewed upon its expiry.

(3) Before the expiry of the incumbent CEO's contract of employment, the local government must carry out a recruitment and selection process in accordance with these standards to select a person to be employed in the position of CEO after the expiry of the incumbent CEO's contract of employment.

(4) This clause does not prevent the incumbent CEO's contract of employment from being renewed upon its expiry if the incumbent CEO is selected in the recruitment and selection process referred to in subclause (3) to be employed in the position of CEO.

14. Confidentiality of information

The local government must ensure that information provided to, or obtained by, the local government in the course of a recruitment and selection process for the position of CEO is not disclosed, or made use of, except for the purpose of, or in connection with, that recruitment and selection process.

Division 3 — Standards for review of performance of CEOs

15. Overview of Division

This Division sets out standards to be observed by the local government in relation to the review of the performance of CEOs.

16. Performance review process to be agreed between local government and CEO

(1) The local government and the CEO must agree on —

(a) the process by which the CEO's performance will be reviewed; and

(b) any performance criteria to be met by the CEO that are in addition to the contractual performance criteria.

(2) Without limiting subclause (1), the process agreed under subclause (1)(a) must be consistent with clauses 17, 18 and 19.

(3) The matters referred to in subclause (1) must be set out in a written document.

17. Carrying out a performance review

(1) A review of the performance of the CEO by the local government must be carried out in an impartial and transparent manner.

(2) The local government must —

(a) collect evidence regarding the CEO's performance in respect of the contractual performance criteria and any additional performance criteria in a thorough and comprehensive manner; and

(b) review the CEO's performance against the contractual performance criteria and any additional performance criteria, based on that evidence.

18. Endorsement of performance review by local government

Following a review of the performance of the CEO, the local government must, by resolution of an absolute majority of the council, endorse the review.

19. CEO to be notified of results of performance review

After the local government has endorsed a review of the performance of the CEO under clause 18, the local government must inform the CEO in writing of —

(a) the results of the review; and

(b) if the review identifies any issues about the performance of the CEO — how the local government proposes to address and manage those issues.

Division 4 — Standards for termination of employment of CEOs

20. Overview of Division

This Division sets out standards to be observed by the local government in relation to the termination of the employment of CEOs.

21. General principles applying to any termination

(1) The local government must make decisions relating to the termination of the employment of a CEO in an impartial and transparent manner.

(2) The local government must accord a CEO procedural fairness in relation to the process for the termination of the CEO's employment, including —

(a) informing the CEO of the CEO's rights, entitlements and responsibilities in relation to the termination process; and

(b) notifying the CEO of any allegations against the CEO; and

(c) giving the CEO a reasonable opportunity to respond to the allegations; and

(d) genuinely considering any response given by the CEO in response to the allegations.

22. Additional principles applying to termination for performance-related reasons

(1) This clause applies if the local government proposes to terminate the employment of a CEO for reasons related to the CEO's performance.

(2) The local government must not terminate the CEO's employment unless the local government has —

(a) in the course of carrying out the review of the CEO's performance referred to in subclause (3) or any other review of the CEO's performance, identified any issues (the performance issues) related to the performance of the CEO; and

(b) informed the CEO of the performance issues; and

(c) given the CEO a reasonable opportunity to address, and implement a plan to remedy, the performance issues; and
(d) determined that the CEO has not remedied the performance issues to the satisfaction of the local government.

(3) The local government must not terminate the CEO's employment unless the local government has, within the preceding 12-month period, reviewed the performance of the CEO under section 5.38(1) of the Act.

23. Decision to terminate

Any decision by the local government to terminate the employment of a CEO must be made by resolution of an absolute majority of the council.

24. Notice of termination of employment

(1) If the local government terminates the employment of a CEO, the local government must give the CEO notice in writing of the termination.

(2) The notice must set out the local government's reasons for terminating the employment of the CEO.

– End of Schedule

A copy of these Standards is to be placed on the local government's official website, pursuant to Section 5.39B(6) of the Local Government Act 1995.

Position Description

1 TITLE

Chief Executive Officer

2 POSITION OVERVIEW

The Chief Executive Officer (CEO) is responsible to Council for providing leadership in implementing Council strategies, policies, and decisions, for managing the various functions and activities of the local government and for overseeing finance, assets, human resources, communications, and major projects.

3 POSITION OBJECTIVES

Objectives of this Position

- Ensuring all Council policies and decisions are implemented, and reasonable action is taken in a timely and effective manner to meet the statutory requirements of relevant legislation and agreed policies of Council.
- Ensuring that the Council's human, physical and financial resources are effectively managed, and services are provided efficiently and in a manner which meets customer needs and aligns with Council's Strategic Community Plan.
- Assisting and advising the President and elected members in developing initiatives for community benefit.
- Working effectively with the President and Councillors to promote the Council and its activities to the broader community in a positive manner.
- Working closely with Council and the senior leadership team to craft, communicate and implement the overall strategic and business plans for the organisation.

4 SELECTION CRITERIA**ESSENTIAL****Visionary Leadership**

- The CEO is self-aware, empathetic and leads by example; demonstrates a history of effective team leadership in developing and managing others across a complex range of functions and services.

Effective Communication

- Highly effective communicator who builds and maintains positive relationships at all levels with a council or board, employees, community, government and other professions.

- Demonstrated experience supporting a board or council, or equivalent governance experience; political awareness and ability to provide timely and accurate advice.
- A capacity for assessing community issues and providing advice in the development of Council's strategy and plans.
- Well-developed ability to negotiate outcomes that deliver Council's Vision for the community, mitigate risk and build sustainable results.

Business Acumen

- Highly developed ability to manage budgets and business plans; well-developed commercial acumen and technical ability to develop and deliver projects and programs of work while managing a workforce, diverse assets and community services.
- Proven ability to monitor and continually improve operations and processes in support of strategic plans; ability to respond to change and emergencies with resilience.
- Ability to interpret and apply legislation; provide advice to others that is accurate, reliable and understandable.

5 KEY DUTIES AND RESPONSIBILITIES

- In consultation with Council, promote and implement both its strategic and service delivery imperatives.
- To co-ordinate, in conjunction with the Management Team, the fiscal management of the Council to reflect Council's aims and objectives.
- Manage the Human Resources to ensure the supervision and management of staff are all in accordance with corporate aims.
- Promote a staff training program that will improve staff skills across the organisation, which will assist staff in focusing on service delivery to the Community.
- Administer the legal, and statutory process of the Council's operations and be the chief adviser to Council on these matters to ensure Council is operating within the statutes and all legal requirements are met.
- Responsible for effective day to day operations of the Council.
- Ensure all legal and statutory compliances.
- On behalf of Council, make effective representation of the issues, views, policies and needs of Council, as required.

6 PERFORMANCE CRITERIA

Key performance indicators, associated strategies and actions will be varied by agreement between the CEO and Council annually, during the term of the employment contract.

The performance indicators may be varied, and any other criteria included, by agreement between the parties at any time during the term of this contract.

7 ORGANISATIONAL RELATIONSHIPS

7.1 Responsible to
Shire of Wyalkatchem Council and the President.

7.2 Direct reports

- Manager of Works
- Manager of Corporate Services

7.3 Internal and External Stakeholders

Internal

- President and Councillors individually
- Committees and working groups
- All Staff

External

- Community, ratepayers, public, business groups, retailers
- Business community
- Sporting groups
- Federal and State Government departments and agencies
- Local Governments
- Media (subject to consultation with the President)
- Primary contractors and suppliers
- Community based volunteer groups
- North-East Wheatbelt Regional Organisation of Councils (NEWROC)
- Central East Aged Care Alliance (CEACA)

8 EXTENT OF AUTHORITY

- All authority vested in a Chief Executive Officer under the Local Government Act (1995) and associated Regulations and Local-Laws and all other relevant Acts of State and Federal Parliament.
- The position operates within the limits of Council Policy, Council resolutions, Delegated Authority and requirements of relevant legislation.

SELECTION CRITERIA

ESSENTIAL

Visionary Leadership

- The CEO is self-aware, empathetic and leads by example; demonstrates a history of effective team leadership in developing and managing others across a complex range of functions and services.

Effective Communication

- Highly effective communicator who builds and maintains positive relationships at all levels with a council or board, employees, community, government and other professions.
- Demonstrated experience supporting a board or council, or equivalent governance experience; political awareness and ability to provide timely and accurate advice.
- A capacity for assessing community issues and providing advice in the development of Council's strategy and plans.
- Well-developed ability to negotiate outcomes that deliver Council's Vision for the community, mitigate risk and build sustainable results.

Business Acumen

- Highly developed ability to manage budgets and business plans; well-developed commercial acumen and technical ability to develop and deliver projects and programs of work while managing a workforce, diverse assets and community services.
- Proven ability to monitor and continually improve operations and processes in support of strategic plans; ability to respond to change and emergencies with resilience.
- Ability to interpret and apply legislation; provide advice to others that is accurate, reliable and understandable.

10. MOTIONS OF WHICH PREVIOUS NOTICE HAS BEEN GIVEN
NIL

11. QUESTIONS BY MEMBERS OF WHICH DUE NOTICE HAS BEEN GIVEN
NIL

**12. URGENT BUSINESS APPROVED BY THE PERSON PRESIDING OR BY
DECISION**
NIL

13. MATTERS BEHIND CLOSED DOORS
NIL

14. CLOSURE OF THE MEETING
There being no further business., the Presiding Member closed the meeting at
5.30pm