The Rules

of

The Darling Range Seniors Hub Inc.

2026

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1. Name

(a) The name of the incorporated association shall be The Darling Range Seniors Hub Inc.

2. Objects

The Principal objects are to:

(a) Establish, maintain and conduct a sustainable member-developed and member-driven association;

(b) Enable aging members to safely and successfully enjoy life in their own homes at an affordable cost;

(c) Provide and maintain premises for the business of the association;

(d) Provide a contact point in the community as a means of breaking down barriers and isolation; and

(e) Establish resources relevant to the needs of its members.

3. Not for Profit

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

4. Definitions

(a) In reading these Rules, unless the context or such otherwise indicates or requires:

(i) "Books of the Association" means: Register of Members; the Record of Office Holders; and The Rules of The Darling Range Seniors Hub; Financial Records; and any other record of information.

(ii) "By-Laws" means the guidelines and policies made and adopted by The Darling Range Seniors Hub in accordance with Section 17b(xiii).

(iii) "Commissioner" means: the person for the time being designated as the Commissioner under section 153 of the Associations Incorporation Act 2015.

(iv) "Committee" means the Management Committee of The Darling Range Seniors Hub, duly elected for the time being in accordance with these Rules.

(v) "Financial records" Includes: invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers; documents of prime entry; working papers and other documents needed to explain the methods by which financial statements are prepared; and adjustments to be made in preparing financial statements;

(vi) "Financial report" has the meaning given in Part 5 of The Act;

(vii) "Financial statements" means the financial statements in relation to The Darling Range Seniors Hub required under Part 5 of The Act;

(viii) "Financial year" means from the first of July each year, until the following 30th of June.

(ix) "General Meeting" means a General Meeting of The Darling Range Seniors Hub whether Annual or Special.

(x) "Month" means a calendar month.

(xi) "Special General Meeting" means a General Meeting as defined above, called in accordance with Section 11 hereunder, at which only business that has been described in the notice may be transacted.

(xii) "Special Resolution" means a resolution passed by the members at a general meeting in accordance with Section 51 of The Act.

(xiii) "The Act" means the Associations Incorporation Act 2015, its amendments and any other legislation that may come into force to replace or supplement this Act, forming part of these Rules.

(xiv) "The Darling Range Seniors Hub" means The Darling Range Seniors Hub Inc.

(xv) "The Darling Range Seniors Hub Premises" means all land, building and structures thereon of which The Darling Range Seniors Hub is the bona fide occupier.

(xvi) "Voting rights" means the ability for a financial member move or second a motion or special motion; speak at all general meetings; nominate for a position on the Committee; vote at all general meetings; and petition for a special general meeting.

5. Membership

(a) The Darling Range Seniors Hub shall keep an up to date Register of Members in respect of Ordinary, Life, Special Circumstances, Corporate and Honorary members.

(i) This register must be continually available for inspection at The Darling Range Seniors Hub Premises by authorised officers.

(ii) Residential, postal or email address; or information by means of which contact can be made with the member, can be nominated for the Register of Members.

(b) Membership of The Darling Range Seniors Hub shall consist of the following:

(i) Ordinary Member – Persons over 18 years of age with voting rights.

(ii) Life Member – the members may elect Persons who have rendered meritorious service to The Darling Range Seniors Hub as Life Members for such service. Life members shall have voting rights.

(iii) Corporate Member – organisations, restricted to senior management, conducting community or tourism related business making a contribution to The Darling Range Seniors Hub through business, sponsorship or donations. Corporate members shall not have voting rights.

(iv) Honorary Member – membership that may be granted to Darling Range Seniors Hub patrons, sponsors, selected government officers, local government officers and any other such persons as the Committee may decide from time to time based on their relationship to The Darling Range Seniors Hub or community.

1. Honorary Members shall not be entitled to be present at any meeting of the members of The Darling Range Seniors Hub, nor have any voting rights or any

right, title or interest in or to any of the property of The Darling Range Seniors Hub.

(v) Special Circumstances Member – any Ordinary or Life Member who, through absence; illness; financial difficulties; unemployment; physical disability or other distressful circumstances is unable to pay their full subscription but desires to retain participation with The Darling Range Seniors Hub.

1. The Committee may relieve them of their liability.

(c) Cessation of Membership:

(i) A person ceases to be a member when any of the following takes place:

1. For a member who is an individual, the individual dies;
2. For a person whose title represents a corporate member, the body corporate is wound up;
3. The person resigns from The Darling Range Seniors Hub;
4. The person is expelled from The Darling Range Seniors Hub under Section 25;
5. The person ceases to be a member under Section 9 (a)

(ii) The Secretary will keep a record on file of the date on which the person ceased to be a member; and

(iii) The reason why the person ceased to be a member

(iv) A member may resign from membership of The Darling Range Seniors Hub by giving written notice of the resignation to the Secretary:

1. The resignation takes effect when the Secretary receives the notice; or if a later time is stated in the notice, at that later time.
2. The Committee may decide that a person who has resigned from membership of The Darling Range Seniors Hub remains liable for any fees that are owed to The Darling Range Seniors Hub at the time of resignation.

6. Application to Become a Member

(a) Any person desiring to become a member of The Darling Range Seniors Hub shall complete and sign the Membership Application Form and pay the appropriate subscription as indicated on the Membership Application Form.

(i) When the application form and all subscriptions have been received, the person shall be a provisional member of the club and exercise all of the privileges of a member excluding voting rights until the membership is accepted at the next Committee meeting.

(ii) At the next Committee meeting, the applicant will then be accepted or denied membership.

(iii) If membership is denied, all subscriptions shall be refunded.

(b) No person shall be entitled to exercise any of the privileges of a member until they have paid all subscriptions due by them.

(c) The Committee shall have the right to refuse to admit any person to membership without assigning any reason for doing so.

(d) On the election of each candidate, the Secretary shall notify the same to them, and they shall be enrolled as a member of The Darling Range Seniors Hub, and become entitled to the privileges and be bound by its rules and by all consequences resulting from breach or non-performance thereof, and shall thereby absolve every person concerned in carrying out enforcing such rules from all personal responsibility or legal liability on such account.

(e) Life Member – a member may propose another member for Life Membership to the Committee in writing giving reasons that Life Membership should be granted.

(i) A General meeting may, upon a 75% majority vote, confer Life Membership on a member who has rendered special and outstanding services to The Darling Range Seniors Hub.

(ii) The holder of a Life Membership shall be entitled to all privileges of an ordinary member, be exempt from subscriptions but shall pay any levies and capitation fees.

7. Member's Rights

(a) The rights and privileges of every member shall be personal and shall not be in any manner transferable by their own act or through any other person on their behalf or by operation of law.

(b) Voting rights for each membership category are as detailed in Section 5.

(c) Employees – members who are employees of The Darling Range Seniors Hub are entitled to all the rights and privileges of membership excluding those rights concerned with the selection, election and holding of office with The Darling Range Seniors Hub.

(d) All members, upon successful registration, will be supplied with an electronic copy of The Darling Range Seniors Hub Rules or will be directed to obtain a copy of The Darling Range Seniors Hub Rules from The Darling Range Seniors Hub's website.

(e) Functions – Ordinary, Corporate and Life Members are entitled to host functions on The Darling Range Seniors Hub premises after written application for said function has been considered and approved by the Committee.

(i) The Secretary will furnish the applicant with a written copy of Darling Range Seniors Hub rules relating to functions after the application has been approved and any additional conditions and restrictions it shall see fit.

(f) Upon request, a member is able to inspect the Books of the Association at such time and place as is mutually convenient to the Darling Range Seniors Hub and the member.

(i) A member must contact the Secretary to request to inspect the Register of Members.

(ii) The member may make a copy of details from the Register but has no right to remove the Register of Members for that purpose.

(iii) A member may make a request in writing for a copy of the Register of Members.

(iv) The Darling Range Seniors Hub may charge a reasonable fee to the member for providing a copy of the Register of Members, the amount to be determined by the Committee from time to time.

(v) A member must not use or disclose the information on the Register of Members:

1. 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);
2. To contact, send material to The Darling Range Seniors Hub or a member for the purpose of advertising for political, religious, charitable or commercial purposes, or
3. For any other purpose unless the use of the information is approved by the Committee and for a purpose:
    a. That is directly connected with the affairs of The Darling Range Seniors Hub; or
    b. Related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

(vi) The Committee may require a member who requests a copy of the Register of Members to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of The Darling Range Seniors Hub.

8. Subscriptions

(a) The annual subscription and/or pro rata subscriptions of The Darling Range Seniors Hub shall be set by majority vote of the Committee prior to the commencement of the financial year.

(b) Notice of the fees and subscriptions shall be notified to the members via The Darling Range Seniors Hub website and/or email service.

(c) All subscriptions are due within two (2) weeks of joining or for current members within two (2) weeks of the end of the financial year.

9. Liability for Subscription

(a) Any member whose subscription is in arrears by more than two (2) months shall cease to be a member, subject to Section 9(b).

(b) A member who is considered by the Committee to be going through a genuine hardship may be eligible for consideration for their membership category to be converted to Special Circumstance membership as per Section 5(b)(v).

(c) If a person who has ceased to be a member under sub rule 9 (a) offers to pay the annual membership fee after the period referred to in that sub rule has expired:

(i) the Committee may, at its discretion, accept the payment; and

(ii) if the payment is accepted, the person's membership is reinstated.

10. General Meetings – Annual General Meeting

(a) The Annual General Meeting of members shall be held every calendar year within six months after the end of The Darling Range Seniors Hub financial year, with the Committee to determine the date, time and place.

(i) 15 percent of financial members shall constitute a quorum.

(ii) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time for an Annual General Meeting, said meeting will be automatically adjourned to re-convene at the same time seven days later and shall proceed with or without a quorum.

(b) Notice of the meeting (including date, time and location) must be posted on The Darling Range Seniors Hub website for at least twenty one (21) days before the date of the meeting for all members to read.

(i) Members who have provided an email address will also be emailed a copy of the notice of the meeting.

(c) All Notices of Motion for consideration at the Annual General Meeting must be handed to the Secretary in writing by 5pm no less than ten (10) days prior to the date set for said meeting.

(d) Notice of agenda items, including wording of Notices of Motion or proposed resolutions, must be posted on The Darling Range Seniors Hub website for seven (7) days before the date of the meeting for all members to read. If the resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution.

(i) Members who have provided an email address will also be emailed a copy of the agenda items and any Notices of Motion.

(e) The order of business at the Annual General Meeting shall be as follows:

(i) Reading notice of meeting.

(ii) Reading minutes of the last Annual General Meeting and any other General Meeting not yet confirmed and confirming or amending same.

(iii) Reading President's Report, discussion and adoption or otherwise.

(iv) Reading Statement of Accounts and Balance Sheet to be received or otherwise and presentation of Auditor's report if one has been prepared.

(v) Special Business of which Notice of Motion has been given

(vi) Election of Office Bearers and vacant Committee member positions

(vii) Other Business

11. General Meetings – Special General Meeting

(a) The Committee may at any time call a Special General Meeting.

(i) Ten percent of financial members shall form a quorum.

(ii) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time, the meeting shall automatically adjourn to re-convene at the same time seven days later and shall proceed with or without a quorum.

(b) A Special General Meeting shall also be called by the Committee on a requisition signed by no less than 5% of members with voting rights, stating in detail the purpose of the meeting.

(i) If the Committee does not convene a Special General Meeting within 35 days of the date of the requisition being received, any signatory of the requisition shall have the power to convene the meeting as per 11(c).

(ii) fifteen percent of financial members shall form a quorum.

(iii) In the case of insufficient members to form a quorum being present after 30 minutes following the advertised start time, the meeting shall automatically lapse.

(c) Notice of the meeting (including date, time and location) must be posted on The Darling Range Seniors Hub website for at least twenty one (21) days before the date of the meeting for all members to read.

(i) Members who have provided an email address will also be emailed a copy of the notice of the meeting, agenda items and any Notices of Motion.

(d) All Notices of Motion for consideration at the Special General Meeting must be handed to the Secretary in writing by 5pm no less than ten (10) days prior to the date set for said meeting.

(e) Notice of agenda items, including wording of Notices of Motion or proposed resolutions, must be posted on The Darling Range Seniors Hub website for seven (7) days before the date of the meeting for all members to read. If the resolution is intended to be proposed as a special resolution this will also be stated in the notice with the wording of the proposed special resolution.

(i) Members who have provided an email address will also be emailed a copy of the agenda items and any Notices of Motion.

(f) Only business of which notice shall have been given as above, or in accordance with these rules, shall be transacted at a Special General Meeting.

12. General Provisions for General Meetings

(a) General Meetings may take place:

(i) where the members 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 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 Section 12(a)(ii):

(i) is deemed to be present at the General Meeting; and

(ii) continues to be present at the 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.

(c) The Chairperson of the meeting shall be the Darling Range Seniors Hub President or if not available a person nominated and elected by the members present.

(d) Only members with voting rights, as per Rules will be permitted to vote on matters at the General Meeting.

(e) At any General Meeting unless a poll is requested by at least 3 members with voting rights, a declaration by the Chairperson that a resolution has been carried or lost, and an entry to that effect in the minutes of The Darling Range Seniors Hub shall be sufficient evidence of the decision.

(f) The Chairperson shall have casting vote only and shall decide all questions of order unless otherwise provided by these rules.

13. General Provision

(a) These Rules shall be the Rules of The Darling Range Seniors Hub and shall be binding on members.

(b) Correct accounts and books shall be kept showing the financial affairs of The Darling Range Seniors Hub and the particulars usually shown in books of accounts of a like nature.

(c) The Darling Range Seniors Hub premises are to be provided and maintained from the joint funds of The Darling Range Seniors Hub and no person shall be entitled under these Rules to derive any benefit or advantage from The Darling Range Seniors Hub which is not shared equally by every member thereof.

(d) Section 13(c) does not prevent:

(i) the payment in good faith of remuneration to any officer, employee or member in return for any services actually rendered to The Darling Range Seniors Hub or for goods supplied in the ordinary and usual course of business;

(ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the “Cash Rate Target” from time to time on money borrowed from any member;

(iii) the payment of reasonable and proper rent by The Darling Range Seniors Hub to a member for premises leased by the member to The Darling Range Seniors Hub; or

(iv) the reimbursement of a Committee member’s travelling and other expenses as properly incurred:

1. in attending Committee Meetings or sub-committee meetings;
2. in attending any General Meetings of The Darling Range Seniors Hub; and
3. in connection with The Darling Range Seniors Hub’s business.

14. Election of Office Bearers

(a) The management of The Darling Range Seniors Hub shall be vested in a Committee consisting of eight (8) committee persons.

(b) Upon incorporation, the initial Committee of The Darling Range Seniors Hub shall be elected from and by the founding members.

(i) The initial Committee shall hold office until the first Annual General Meeting.

(ii) At the first Annual General Meeting, in an initial election, four (4) members of the Committee shall be elected to hold office for a two (2) year term. After this

election, another election shall take place to elect the remaining four (4) members who shall be elected to hold office for a one (1) year term.

(iii) Thereafter, Committee persons shall be elected for a two (2) year term with half of Committee being elected each year.

(c) Subsequent to the first Annual General Meeting the annual election of Officer Bearers, President, Vice President, Treasurer, Secretary and other members of the Committee shall be by ballot at each Annual General Meeting in the presence of the returning officer and two scrutineers elected by the members present at such meeting. The returning officer shall be the Secretary or in the absence of the Secretary, any member appointed by the current committee.

(i) Members unable to attend the meeting may lodge a vote on The Darling Range Seniors Hub approved ballot paper with the Secretary at least 2 days prior to the meeting, having also recorded and signed an apology for the meeting on an outer sealed envelope that contains the sealed ballot paper.

1. This approved ballot paper must be distributed directly to the member.

(ii) All other votes shall be cast at the Annual General Meeting.

(d) Nominations for the Office Bearers and individual positions on the Committee must be in writing signed by the proposer and nominee and must be in the hands of the Secretary by 5pm not less than seven (7) days before the Annual General Meeting.

(i) In the case of the first Annual General Meeting, the nominations will be for four(4) two year term positions and for four(4) one year term positions. Candidates who nominate for a two year term position and who fail to be elected in the first election may also nominate for a one year term position in the second election.

(e) The nominations shall be exhibited on the website or electronically posted at least three (3) days prior to the said meeting.

(f) In case no more than the required number of officers shall be nominated, those so nominated shall be declared elected.

(g) If there shall be insufficient nominations to fill the whole of the vacancies of the list of officers, those nominated shall be declared elected and shall have power to fill the vacancies and any casual vacancies that may occur.

15. The Committee and Conditions

(a) The Executive positions on the Committee shall be President, Vice President, Secretary, Treasurer and any other as determined by the full committee, and shall be elected at the Annual General Meeting .

(b) The quorum at all Committee meetings shall be five (5) members.

(c) Committee meetings may take place:

(i) where the Committee members are physically present together; or

(ii) where the Committee members are able to communicate by using any technology that reasonably allows the Committee member to participate fully in discussions as they happen in the Committee meeting and in making decisions,

provided that the participation of the Committee member in the Committee meeting must be made known to all other members.

(d) A Committee member who participates in a meeting as set out in Section 15(c)(ii):

(i) is deemed to be present at the Committee meeting; and

(ii) continues to be present at the meeting for the purposes of establishing a quorum,

until the Committee member notifies the other Committee members that he or she is no longer taking part in the Committee meeting.

(e) At least eight (8) Committee meetings shall be held annually, with no more than three (3) months between meetings.

(f) Special meetings may be called by the President, Secretary or on the request of three members of the Committee.

(g) The Committee is able to determine the distribution of minutes of Committee meetings, as detailed in the by-laws.

(h) All members, or other guests, may attend Committee meetings if invited by the Committee however the person shall not have any right to comment without invitation, or vote on any matter. The guest may be provided with copies of any agenda, minutes of meetings or documents presented to such meetings at the discretion of the Committee.

(i) No member of the Committee shall be held to have resigned his/her seat until his/her resignation, in writing, has been accepted by the Committee.

(j) Committee Vacancies

(i) Any vacancy occurring in the Committee as per Section 16 may be filled at a meeting of the Committee when a member may be elected to fill such a vacancy until the next election provided the member elected at such Committee meeting shall hold office in the place of, and upon the same terms and conditions as their predecessor, had the latter continued in the office.

(ii) In the vacancy of the President then the Vice President shall become President.

(iii) A casual vacancy of Vice President shall be filled by the Committee from a member of the Committee.

(iv) If vacancies in the Committee result in the number of Committee members being less than the number fixed under Section 15(b), the continuing Committee members may act to only:

1. increase the number of members on the Committee to the number required for a quorum; or
2. convene a General Meeting of The Darling Range Seniors Hub.

(k) The President shall be Chairperson at all meetings of the Committee of The Darling Range Seniors Hub and, in his or her absence the Vice President shall be Chairperson.

(i) Should neither be present, the meeting shall elect a Chairperson.

(l) All resolutions of the Committee shall be decided by a majority vote.

(i) In the case of equality of votes, the proposal before the Committee shall be decided by the casting vote of the Chairperson.

(ii) The President or in his or her absence, the acting President shall be authorised to speak on behalf of The Darling Range Seniors Hub.

(iii) Electronic Voting is permitted on matters to be decided by the Committee.

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

(i) there was a defect in the appointment of a Committee member, subcommittee or person holding a subsidiary office; or

(ii) a Committee member, a sub-committee member or a person holding a subsidiary office was disqualified from being a Committee/sub-committee member as per Section 18(a) or 18(b) as a result of bankruptcy or conviction of a relevant criminal offence.

16. Ceasing to be a member of the Committee

(a) A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member:

(i) dies;

(ii) ceases to be a member;

(iii) becomes disqualified from holding a position under Section 18(g) or 18(h) 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 Section 15(i);

(vi) is absent from more than:

1. three consecutive Committee meetings without a good reason; or
2. three Committee meetings in the same Financial Year without tendering an apology to the Chairperson at each of those Committee meetings,

(vii) Is removed from office under by resolution at a General Meeting of The Darling Range Seniors Hub if a majority of the members present and with voting rights at the meeting vote in favour of the removal.

1. The Committee member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to make written and/ or oral submissions about 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 Committee.
2. If all Committee members are removed by resolution at a General Meeting, the members must, at the same General Meeting, elect an interim Committee.
3. The interim Committee must, within two months, convene a General Meeting of The Darling Range Seniors Hub for the purpose of electing a new Committee.

17. Powers of the Committee

(a) The business of The Darling Range Seniors Hub shall be managed by the Committee who may exercise all powers of The Darling Range Seniors Hub, except those required to be exercised by The Darling Range Seniors Hub at a General Meeting.

(b) Without prejudice to the powers conferred by the last preceding rule, the Committee shall, subject to the by-laws, have power to do the following things:

(i) To purchase or otherwise acquire any books, newsletters or periodicals and dispose of them as it may see fit.

(ii) The Committee may co-opt additional members from time to time with particular specified knowledge and/or expertise. The number of Co-opted Members shall be a maximum of four (4). Co-opted Members of the Committee shall have no voting rights. The need for Co-opted Members shall usually be reviewed by the Committee each year at the time of elections to the Committee, but may be reviewed more frequently as considered necessary. The term of office for Co-opted Members shall be no more than two consecutive years. Co-opted Members are expected to maintain confidentiality of the meetings' proceedings.

(iii) To determine from time to time the conditions on which and time when, members may use the property of The Darling Range Seniors Hub or any part or parts thereof, and when and under what conditions the premises of The Darling Range Seniors Hub or any part or parts thereof, shall be used by members.

(iv) To determine what person, if any, not being members of The Darling Range Seniors Hub shall be permitted to use the premises of The Darling Range Seniors Hub or any part or parts thereof and during what time and under what conditions and when and at what times and places and under what conditions such persons shall be supplied with refreshments and accommodation.

(v) To appoint any other officials or servants of The Darling Range Seniors Hub and to remove them as occasions may require at their discretion and to define their respective duties. Persons appointed to paid positions shall be engaged under a contract, award or classification of work in the Award and its amendments.

(vi) To regulate and control their own meeting and the transaction of business.

(vii) To reimburse expenses of any servant of The Darling Range Seniors Hub for faithful and diligent service as deemed fit.

(viii) In accordance with the rules, to suspend, or expel any member.

(ix) To enter into or accept any lease or tenancy of the premises where on The Darling Range Seniors Hub shall conduct its affairs or of any furniture, goods and effects, which may be required for the use of The Darling Range Seniors Hub on such terms and on such conditions as The Darling Range Seniors Hub, may deem expedient.

(x) To take and defend all legal proceedings by or on behalf of The Darling Range Seniors Hub and to appoint all necessary Attorneys for any such purpose.

(xi) To borrow, raise or secure the payment of money, and to sell and dispose of the assets of The Darling Range Seniors Hub.

(xii) To make, alter and repeal by-laws not inconsistent with these rules regulating the use and management of The Darling Range Seniors Hub premises, the admission of members and the conduct of The Darling Range Seniors Hub and its affairs generally.

(xiii) To do and perform any other act, matters and things in connection with or relative to the management of The Darling Range Seniors Hub as shall not by these rules require to be done by The Darling Range Seniors Hub in General Meetings.

(xiv) To appoint such number of delegates to associations with which The Darling Range Seniors Hub may from time to time be affiliated as may be required by the rules thereof and such delegates shall hold office in accordance with the rules of such associations.

(xv) Every member of the Committee shall be indemnified against any loss, expenses or liability incurred by reason of any act or deed performed by him/her in good faith on behalf of the Committee and the Committee may use the funds of The Darling Range Seniors Hub for any such purpose required, together with any reasonable expenses incidental to Committee activities.

18. Role and Responsibilities of Committee Members

(a) Obligations of the Committee

(i) The Committee must take all reasonable steps to ensure The Darling Range Seniors Hub complies with its obligations under the Act and these Rules.

(b) Responsibilities of Committee Members

(i) A 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.

(ii) A Committee member must exercise his or her powers and discharge his or her duties in good faith in the best interests of The Darling Range Seniors Hub and for a proper purpose.

(iii) A Committee member or former Committee member must not improperly use information obtained because he or she is a Committee member to:

1. gain an advantage for himself or herself or another person; or
2. cause detriment to The Darling Range Seniors Hub.

(iv) A Committee member or former Committee member must not improperly use his or her position to:

1. gain an advantage for himself or herself or another person; or
2. cause detriment to The Darling Range Seniors Hub.

(c) A Committee member having any material personal interest, i.e.: financial or non-financial interests, in a matter being considered at a 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 Committee;

(ii) disclose the nature and extent of the interest at the next General Meeting of The Darling Range Seniors Hub; and

(iii) not be present while the matter is being considered at the Committee meeting or vote on the matter.

(d) Section 18 (c) does not apply in respect of a material personal interest that:

(i) exists only because the Committee member belongs to a class of persons for whose benefit The Darling Range Seniors Hub is established; or

(ii) the Committee member has in common with all, or a substantial proportion of, the members of The Darling Range Seniors Hub.

(e) The Secretary must record every disclosure made by a Committee member under Section 18 (c) in the minutes of the Committee Meeting at which the disclosure is made.

(f) No Committee member shall make any public statement or comment or cause to be published any words or article concerning the conduct of The Darling Range Seniors Hub unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee meeting.

(a) No person shall be entitled to hold a position on the 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.

(b) No person shall be entitled to hold a position on the Committee if the person is, according to the Interpretation Act section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

(c) As soon as is practicable after a person has ceased to be a member of the Committee of The Darling Range Seniors Hub, all relevant documents, records as defined in the by-laws and security items (including passwords and keys) must be delivered to a member of the Committee of The Darling Range Seniors Hub.

19. President

(a) The President:

(i) must consult with the Secretary regarding the business to be conducted at each Committee meeting and each General Meeting

(ii) may convene Special Meetings of the Committee under Section 15(f)

(iii) may act as chairperson for Committee meetings under Section 15(k)

(iv) may act as chairperson for General Meetings under Sections 10 and 11; and

(v) must ensure that the minutes of a General Meeting or Committee meeting are reviewed and signed as correct

20. Secretary

(a) The Secretary must:

(i) co-ordinate the correspondence of The Darling Range Seniors Hub;

(ii) consult with the President about all business to be conducted at meetings and convene General Meetings and 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 of The Darling Range Seniors Hub and any by-laws of The Darling Range Seniors Hub;

(iv) maintain the Register of Members including the email, street, postal address or information by means of which contact can be made of each member;

(v) update the register within 28 days of new members, members resigning, members suspended/expelled and in the latter case, include date in which member ceases and reasons for cessation of membership.

(vi) maintain the Record of Office Holders of The Darling Range Seniors Hub.

1. Committee members may nominate a business address, post office box address or email address to be used in the record in place of their personal address;

(vii) ensure the safe custody of the Books, with the exception of the Accounting Records, of The Darling Range Seniors Hub;

(viii) keep full and correct minutes of Committee meetings for approval at the next Committee meeting, which will then be stored and distributed as per the by-laws;

(ix) keep full and correct minutes of General Meetings, which will be distributed to all members within *7* days of the General Meeting via email and will be tabled for adoption at the next General Meeting; and

(x) perform any other duties as are imposed by these Rules or The Darling Range Seniors Hub on the Secretary.

21. Treasurer

(a) The Treasurer must:

(i) ensure all moneys payable to The Darling Range Seniors Hub are collected, and that receipts are issued for those moneys in the name of The Darling Range Seniors Hub;

(ii) ensure the payment of all moneys referred to in Section 21 (a)(i) into the account or accounts of The Darling Range Seniors Hub as the Committee may from time to time direct;

(iii) ensure timely payments from the funds of The Darling Range Seniors Hub with the authority of a General Meeting or of the Committee, with all cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of The Darling Range Seniors Hub signed by either:

1. 2 committee members; or
2. one committee member and a person authorised by the committee

(iv) ensure that The Darling Range Seniors Hub complies with the account keeping requirements in Part 5 of the Act;

(v) ensure the safe custody of the Financial Records of The Darling Range Seniors Hub and any other relevant records of The Darling Range Seniors Hub;

(vi) Coordinate the preparation of the financial statements or financial report, as imposed on The Darling Range Seniors Hub under Part 5 of the Act, prior to their submission to the annual general meeting of The Darling Range Seniors Hub;

(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 Darling Range Seniors Hub on the Treasurer.

22. Sub-Committees

(a) The Committee may delegate any of its delegable powers to Sub-Committees consisting of such Ordinary Members as it thinks fit.

(b) Such Sub-Committee must report to and be responsible to the Committee.

(c) No act of any Sub-Committee shall be binding on the Committee or Darling Range Seniors Hub until ratified by the Committee.

(d) The President of the Committee is an ex-officio member.

23. Auditors

(a) If required under Part 5 of the Act, there shall be an Auditor, not a member of the Committee, who shall be appointed by resolution at the Annual General Meeting.

(b) The Auditor shall be independent to The Darling Range Seniors Hub.

(c) Such Auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc. relating to the affairs of The Darling Range Seniors Hub.

(d) The Auditor shall be entitled to receive such remuneration as the Committee may determine from time to time.

(e) If any casual vacancy occurs in the office of any Auditor appointed by The Darling Range Seniors Hub, the Committee will fill the appointment until the next Annual General Meeting.

24. Alteration and Repeal of Rules

(a) No repeals of any existing rules and no new rules or alteration, amendments or suspensions of a rule shall be valid unless a special resolution is carried by a three-fourths majority of members present and with voting rights at a General or Special General Meeting and by otherwise complying with Part 3 Division 2 of the Act.

(b) Notices of motions to repeal, alter or suspend any rule shall be given to the Secretary at least ten (10) days preceding the Annual or Special General Meeting at which the motion shall be presented. The Secretary shall exhibit the proposal on The Darling Range Seniors Hub website at least seven (7) days prior to such meeting.

(c) Within one month after the making of any amendment or addition to the rules of The Darling Range Seniors Hub, passed by special resolution, the Committee shall lodge the

required documents with the Commissioner. No effect will be given to the amendments without the approval of the Commissioner.

25. Suspension or Expulsion of Members

(a) The Committee shall have the power to reprimand, suspend or expel any member of The Darling Range Seniors Hub.

(b) The President, Committee or authorised employees/volunteers in receiving a complaint of a member's behaviour which is considered a serious breach of acceptable member behaviour or where police involvement is required, may suspend a member for a period of time until disciplinary action under Section 25(f) can be taken.

(c) The Committee is required to exempt any member of the Committee from hearing a charge in which he or she has an interest.

(d) If a responding member or a representative of the responding member does not attend within 30 minutes of the time stated on the hearing notice, the hearing may start without that member or his or her representative and determination will be made at the hearing.

(e) The Committee shall apply the power to reprimand, suspend or expel any member of The Darling Range Seniors Hub who:

(i) fails in the observance or commits any breach of any rule of The Darling Range Seniors Hub, or any by-law of The Darling Range Seniors Hub or of any order or direction of the Committee or of any General Meeting; and/or

(ii) in the sole judgement of the Committee have been guilty in or out of The Darling Range Seniors Hub's Premises of any act, conducted matter or thing calculated to bring discredit on The Darling Range Seniors Hub or its members, or to impair or affect the enjoyment of The Darling Range Seniors Hub by other members

(f) Any member charged with misconduct as above shall be furnished with a written copy of the charge and summoned before the Committee with no less than seven (7) days notice.

(i) The Committee shall after hearing the accuser and accused and taking such evidence as they may consider proper, if they find the charge proved, inflict a penalty of suspension from all or any of the privileges of membership.

(ii) If the Committee consider that on a charge of gross misconduct suspension as above is insufficient, they may call on the member to resign, and if he or she neglects to resign within ten (10) days they may declare him or her to be expelled.

(iii) If a member is suspended or expelled under Section 25(f)(i) or 25(f)(ii), the person may appeal the Committee's decision through a Special General Meeting by giving written notice to the Secretary within fourteen (14) days of receiving notice of the Committee's decision under Section 25(f)(i) or 25(f)(ii).

(g) Members may bring a person to act in a support capacity only. The member must notify the Committee in advance by at least two (2) days, of the intention to bring a support person.

(h) If a member's membership is suspended under Section 25(f)(i), 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 Committee under Section 25(f)(i)

(i) During the period a member's membership is suspended, the member —

(i) loses any rights (including voting rights) arising as a result of membership; and

(ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to The Darling Range Seniors Hub.

(j) Upon the expiry of the period of a member's suspension, the Secretary must record in the Register of Members that the member is no longer suspended.

(k) If the Committee's decision to suspend or expel a member is revoked under these Rules, any act performed by the Committee or members in a General Meeting during the period that the member was suspended or expelled from membership under Section 26(f), is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of membership, including voting rights, during that period.

26. Resolving Disputes

(a) Disputes Arising under the Rules

(i) Section 26(a) applies to:

1. Disputes between members; and
2. Disputes between The Darling Range Seniors Hub and one or more members that arise under the Rules or relate to theRules of The Darling Range Seniors Hub.

(ii) The parties to a dispute must attempt to resolve the dispute between themselves within fourteen (14) days of the dispute coming to the attention of each party.

(iii) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.

(iv) The Secretary must convene a Committee meeting within twenty-eight (28) days after the Secretary receives notice of the dispute under Section 26(a)(iii) for the Committee to determine the dispute.

(v) At the 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.

(vi) The Secretary must inform the parties to the dispute of the Committee's decision and the reasons for the decision within seven (7) days after the Committee meeting referred to in Section 26(a)(v).

(vii) If any party to the dispute is dissatisfied with the decision of the Committee they may elect to initiate further dispute resolution procedures as set out in the Rules.

(b) Mediation

(i) Section 26 (b) applies:

1. where a person is dissatisfied with a decision made by the Committee under Section 26(a) or
2. where a dispute arises between a member or more than one member and The Darling Range Seniors Hub and any party to the dispute elects not to have the matter determined by the Committee.

(ii) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Section 26(a)(ii), or a party to the dispute is dissatisfied with a decision made by the Committee under Section 26(a)(vii) a party to a dispute may:

1. Provide written notice to the Secretary of the parties to, and the details of, the dispute;
2. Agree to, or request the appointment of, a mediator.

(iii) Party, or parties requesting the mediation must pay the costs of the mediation.

(iv) The mediator must be:

1. a person chosen by agreement between the parties; or
2. in the absence of agreement:
   a. if the dispute is between a member and another member – a person appointed by the Committee; or
   b. if the dispute is between a member or more than one member and The Darling Range Seniors Hub, the Committee or a Committee member then an independent person who is a mediator appointed to, or employed with, a not for profit organisation.

(v) A member can be a mediator, but the mediator cannot be a member who is a party to the dispute.

(vi) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

(vii) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least five (5) days before the mediation session.

(viii) The mediator, in conducting the mediation, must:

1. give the parties to the mediation process every opportunity to be heard;
2. allow all parties to consider any written statement submitted by any party; and
3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

(ix) The mediator must not determine the dispute and the mediation must be confidential. Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

(c) Inability to Resolve Disputes

(i) 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.

27. Common Seal

(a) The Darling Range Seniors Hub shall not have a common seal.

28. Dissolution of the Darling Range Seniors Hub

(a) The Darling Range Seniors Hub may cease its activities and have its incorporation cancelled in accordance with Part 10 of the Act:

(i) after the Committee has determined The Darling Range Seniors Hub is able to pay or meet its debts and liabilities; and

(ii) the members resolve by Special Resolution that The Darling Range Seniors Hub will:

1. apply to the Commissioner for cancellation of its incorporation; or
2. appoint a liquidator to wind up its affairs

(b) The Darling Range Seniors Hub shall be wound up in accordance with Part 9 of the Act if:

(i) the Committee has determined The Darling Range Seniors Hub is unable to pay or meet its debts and liabilities; or

(c) Upon cancellation of The Darling Range Seniors Hub, the surplus property must only be distributed to one or more of the following:

(i) an incorporated association under the Act;

(ii) a body corporate that at the time of the distribution is the holder of a licence under the charitable collections legislation in Western Australia;

(iii) a company limited by guarantee that is registered as mentioned in section 150 of the Corporations Act 2001 (Commonwealth);

(iv) a company holding a licence that continues in force under section 151 of the Corporations Act 2001 (Commonwealth);

(v) a body corporate that:

1. is a member or former member of Darling Range Seniors Hub; and
2. at the time of the surplus property is distributed, has rules that prevent the property being distributed to its members;

(vi) a trustee for a body corporate referred to in Section 28(c)(v); or

(vii) a co-operative registered under the Co-operatives Act 2009 that, at the time of the distribution, is a non-distributing co-operative as defined in that Act.