

**AUSTRALIA'S SOUTH WEST
INCORPORATED**

CONSTITUTION

26 October 2005

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1. TITLE

The name of the body is the Australia's South West Incorporated and hereinafter it shall be referred to as the Organisation.

2. INTERPRETATION

2.1 GEOGRAPHIC AREA

The Australia's South West Region (the "Region"), in the context of these Rules, shall mean the geographic area of Western Australia which is bounded by the municipalities of:

Albany	Collie	Katanning
Augusta-Margaret River	Cranbrook	Kent
Bridgetown-Greenbushes	Dardanup	Kojonup
Boyup Brook	Denmark	Manjimup
Broomehill	Donnybrook-Balingup	Nannup
Bunbury	Gnowangerup	Plantagenet
Busselton	Harvey	Tambellup
Capel	Jerramungup	Woodanilling

2.2 Sub-regions to which Rule 18 refers, shall mean the groups of Local Government municipalities defined and articulated below, with the exception of the Municipality of Donnybrook – Balingup, where Donnybrook and the surrounding district is included in sub-region "South West Tapestry", as referred in Rule 2.2.1.1 and Balingup and the surrounding district is included in the sub-region "Blackwood River Valley" as referred in Rule 2.2.1.2. Sub-regions are identified on the map marked, Appendix A.

2.2.1.1 South West Tapestry

Bunbury	Collie	Donnybrook – Balingup (Donnybrook district)
Capel	Dardanup	Harvey

2.2.1.2 Blackwood River Valley

Donnybrook – Balingup (Balingup district)	Boyup Brook	
Bridgetown- Greenbushes	Nannup	

2.2.1.3 Southern Forests

Manjimup		
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2.2.1.4 Margaret River Wine Region

Augusta – Margaret River	Busselton	
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2.2.1.5 Great Southern Coastal

Albany	Denmark	Jerramungup
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2.2.1.6 Southern Range and Wine Country

Cranbrook	Gnowangerup	Plantagenet
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2.2.1.7 Southern Rural Heritage

Broomehill	Kent	Tambellup
Katanning	Kojonup	Woodanilling

2.3 "Board" shall mean the Board of the Organisation as constituted under these Rules.

2.4 "Chief Executive Officer" (CEO) shall mean the senior employee of the Organisation.

2.5 “Affiliated Body” shall mean an association having an objective or objectives complementary to those of this Organisation.

2.6 “External Body” shall mean a key tourism industry organisation or business actively participating in directing tourists into the Region.

2.7 “Stakeholders” shall mean organisations including Australian State and Local Government agencies as well as affiliated and external bodies.

2.8 “Special Resolution” shall mean a resolution passed by a majority of not less than 75% of the members entitled to vote and attending a meeting of which notice specified the intention to propose the resolution as a Special Resolution.

2.9 These Rules shall be interpreted in accordance with the Associations Incorporation Act 1987 (the “Act”) and any conflict between the provisions of these Rules and the Act shall be determined as required by the Act.

3. OBJECTS

The objects of the Organisation are to:

3.1 in partnership with the Western Australian Tourism Commission implement and participate in marketing strategies determined to increase the Region’s tourism visitation and yield in a sustainable manner.

3.2 in partnership with the Western Australian Tourism Commission, Visitor Centres and other relevant bodies, coordinate promotion of tourism industry services and facilities within the Region.

3.3 in partnership with the Western Australian Tourism Commission and other stakeholders, develop community understanding of the value of tourism for the Region.

3.4 identify the requirements of tourists visiting the Region for the long-term social, environmental and economic benefit of the Region.

3.5 provide marketing information and assistance to the regions’ stakeholders to aid in the development of strategies which will enhance sustainable tourism.

3.6 co-operate with stakeholders, whether in adjacent areas or otherwise, where the objective may reasonably be expected to benefit tourism within the Region.

3.7 work to maintain existing and develop new sources of revenue consistent with the objectives.

3.8 work to maximise the membership of the Organisation.

3.9 work to ensure that the proceeding Objects from 3.1 to 3.7 are met equitably across the Region.

4. PROPERTY AND INCOME

The income and property of the Organisation shall be applied solely towards the promotion of its objects and no part thereof shall be paid or transferred directly or indirectly by way of profit to the members, provided that remuneration may be paid in good faith to the Officers and Servants of the Organisation or other persons in return for services actually rendered to the Organisation.

5. MEMBERSHIP

5.1 Subject to Rule 5.3, 5.4 and to Rule 7, any organisation, business, local authority or person whose aims and activities include the development, servicing or promotion of tourism in the Region may become a member of the Organisation by notice in writing to the Board and upon payment of the prescribed subscription.

5.2 Approval of applications may be delegated to the authority of the Chief Executive Officer (CEO), and will be subject to subsequent formal approval of the Board.

5.3 Membership applications shall be subject to the approval of the Board.

5.4 The Board has absolute power to approve or reject membership applications.

6. CESSATION OF MEMBERSHIP

Membership of the Organisation shall cease, if:

- 6.1** having given one month's notice in writing of the member's intention to resign, that notice expires.
- 6.2** the member fails to pay the prescribed subscription within three (3) months of it becoming due, provided the member has been given notice by the Organisation within two months after the due date for payment, of its intention to terminate the membership.
- 6.3** the individual member dies or the member organisation ceases to exist.
- 6.4** the member is expelled or suspended in accordance with Rule 7.

7. SUSPENSION OR EXPULSION OF MEMBERS

If the Board considers that a member should be suspended or expelled from membership of the Organisation because his or her conduct is detrimental to the interests of the Organisation, the Board must communicate, in writing, to the member:

- 7.1** notice of the proposed suspension or expulsion and of the time, date and place of the Board meeting at which the question of that suspension or expulsion will be decided; and
- 7.2** particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in Rule 7.1.
- 7.3** At the Board meeting referred to in a notice communicated under Rule 7, the Board may, after having investigated the concern and afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that member from membership of the Organisation by a 75% majority vote of the Board present.
 - 7.3.1** The Board must, after deciding whether or not to suspend or expel that member, communicate that decision in writing to that member.
- 7.4** Subject to Rule 7.6, a member has his or her membership suspended or ceases to be a member 14 days after the day on which the decision to suspend or expel a member is communicated to him or her.
- 7.5** A member who is suspended or expelled under 7.3 must, if he or she wishes to appeal against that suspension or expulsion, give notice to the CEO of his or her intention to do so within the period of 14 days referred to in Rule 7.4.
- 7.6** When notice is given under 7.5:

- 7.6.1** the Organisation in a special general meeting, must either confirm or set aside the decision of the Board to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Organisation in the special general meeting or annual general meeting; and under this Rule the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel him or her is confirmed.
 - 7.6.2** the decision to confirm or set aside the decision of the Board to suspend or expel him or her at the special general meeting will be made by a majority of the members exercising their vote at that meeting.

8. SUBSCRIPTIONS

The annual subscription for all members shall be:

- 8.1** determined by the Board for all categories of membership prior to the commencement of the financial year to which the subscriptions apply.
- 8.2** advised in writing to all members one month prior to the commencement of the financial year to which the subscriptions apply.

- 8.3** advised in writing to all members one month prior to the commencement of the financial year to which the subscriptions apply.
- 8.4** paid in advance and shall be due and payable within one month of the commencement of the relevant financial year.
- 8.5** paid prior to any member being entitled to exercise any of the privileges of the Organisation.

9. MEETINGS

9.1 ANNUAL MEETINGS

- 9.1.1** The Annual General Meeting (AGM) shall be held prior to the end of October in each year.
- 9.1.2** The annual report and audited financial statements for the preceding Financial Year shall be submitted to members at the AGM.
- 9.1.3** The order of business for an AGM shall be:
 - 9.1.3.1** Welcome
 - 9.1.3.2** Apologies
 - 9.1.3.3** Minutes of last Annual General Meeting
 - 9.1.3.4** Minutes of any Special General Meetings since the last AGM
 - 9.1.3.5** Matters arising from the minutes
 - 9.1.3.6** Chairman's Report
 - 9.1.3.7** Financial Report for the preceding Financial Year
 - 9.1.3.8** Matters arising from the Financial Report
 - 9.1.3.9** Announcement of Elected Members to the Board
 - 9.1.3.10** Special Business about which advice was included in the notice of meeting
 - 9.1.3.11** General Business

9.2 SPECIAL GENERAL MEETINGS

- 9.2.1** Special General Meetings of the Organisation may be called by the Board or by at least fifteen (15) financial members giving a request to the CEO indicating the matter to be decided.
- 9.2.2** In either case, the CEO shall arrange for a Special General Meeting to be held within thirty (30) days of receipt of the request by giving appropriate notice to members as prescribed in Rule 11.
- 9.2.3** The other provisions of this Rule relating to AGMs shall be applied with suitable modification to the Special General Meeting, provided that no matter other than that described in the request may be dealt with.

10. MEETING PLACE & FREQUENCY

The CEO shall, by notice to the Board, advise the location and time of meetings of the Board, and:

- 10.1** meetings of the Board shall not be fewer than four per annum, at intervals to be determined by the members of the Board.
- 10.2** meetings can be attended by any Board Member using tele-conference or video-conference facilities.

10.3 subject to approval by the Board, wherever possible meetings will be held in various locations throughout the Region.

11. NOTICE OF MEETING

Notice of the AGM or any Special General Meeting shall be advised in writing to members, not more than thirty five (35) days nor less than twenty (20) days prior to the meeting. Any other meetings can be advertised at the Board's discretion.

12. QUORUM AT MEETINGS

At all Board meetings, seven (7) board members and at all General Meetings 10% of members present in person or by remote means and eligible to vote shall constitute a quorum and if within 15 minutes of the time appointed for the meeting, a quorum is not present, the meeting shall stand adjourned to the following meeting.

13. CHAIRMAN OF MEETINGS

The Chairman or in his/her absence, the Vice-Chairman shall preside at every Board, Special General Meeting and Annual General Meeting and in the absence of the Chairman and Vice-Chairman, those present shall elect one of their number to be Chairman for that meeting.

14. VOTING

14.1 RESOLUTIONS

14.1.1 Resolutions must be carried by a majority of the members present at any meeting. In the case of equality of votes, the Chairman shall have the casting vote.

14.2 PASSAGE OF RESOLUTION & DIVISIONS

14.2.1 Except as otherwise provided for in these Rules, voting on any matter before the meeting shall be by show of hands by those entitled to vote, with the matter being determined by a simple majority. The Chairman shall declare the result.

14.2.2 In the event of at least five (5) attending members disagreeing with the declaration of the Chairman, the matter shall be decided by a poll.

14.2.3 No member shall be entitled to vote, whether by show of hands, ballot or poll, unless that member is financial and has been a member for at least three months.

14.2.4 Persons not being members and non-financial members may be invited to attend a meeting at the discretion of the Chairman, to speak on any matter before the meeting but have no vote determining a matter.

15. MINUTES

15.1 The CEO must cause proper minutes of all proceedings of all general meetings and Board meetings to be taken and then to be entered and available within 14 days after the holding of each meeting, as the case requires, in a minute book kept for that purpose.

15.2 The Chairman must ensure that the minutes taken of a general meeting or Board meeting under Rule 15.1 are checked and signed as correct by the Chairman of the general meeting or Board meeting to which those minutes relate or by the Chairman of the next succeeding general meeting or Board meeting, as the case requires.

15.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:

15.3.1 the general meeting or Board meeting to which they relate (within Rules 15.3.2 and 15.3.3 called "the meeting") was duly convened and held;

15.3.2 all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and

- 15.3.3** all appointments or elections purporting to have been made at the meeting have been validly made.

16. BOARD

16.1 The business and affairs of the Organisation shall, subject to these Rules and the Associations Incorporated Act 1987, be under the management of a Board elected as detailed in Rule 19.

16.2 Excepting as provided in Rule 16.4 Board members shall serve for a period of two (2) years.

16.3 A Board member shall cease to be a member of the Board on becoming:

16.3.1 a non financial member.

16.3.2 or if as a co-opted representative, the person ceases to hold applicable office in the represented body.

16.3.3 or on failing to attend more than three (3) consecutive meetings without leave of absence.

16.4 Any casual vacancy occurring on the Board may be filled by a person representing the body of the absent elected member and be appointed by the Board. Any person so chosen shall hold office until the next Annual General Meeting.

16.5 Board members may be paid a sitting fee as determined by the Board.

16.6 Members who have been financial members for at least twelve months shall be eligible to fill a vacancy on the Board.

17. POWERS

Subject to any resolution passed at a general meeting of the Organisation, these Rules and the Associations Incorporated Act 1987, the Board shall have the following powers:

17.1 The Organisation shall manage its affairs in accordance with this Constitution and shall have the power to do all such acts and things whether solely or in conjunction with any person or persons as may be considered incidental or conducive to the above objects including, but not limited to the following powers:

17.1.1 To purchase, take or lease, build or otherwise acquire and maintain, improve or alter any building or other real property or personal property.

17.1.2 To sell, exchange, lease, mortgage, hire, dispose of, or turn to account or otherwise deal with all or any of the real and personal property of the Organisation.

17.1.3 To borrow, raise or secure payment of money in any manner whatsoever together with the power to issue debentures, grant mortgages, charges or any other class of security upon or charging all or any of the property, real or personal, either present or future, of the Organisation and to redeem or pay off any existing or future security.

17.1.4 To open and operate a bank account.

17.1.5 To conduct appeals for funds to accept subsidies or donations, whether from real or personal estates.

17.1.6 To invest and deal with monies of the Organisation not immediately required for the purposes of the Organisation in a manner which is beneficial to the Organisation.

17.1.7 To hold property in any trust on such terms as the Organisation shall from time to time decide.

17.1.8 To appoint, employ and pay officers, agents and servants and suspend and dismiss any officer, agent or servant.

17.1.9 To enter into contracts and agreements with any person, firm, corporation or any organisation, or to join and cooperate with any person, firm, corporation or any other organisation in any act, matter or thing which may be conducive to the attainment or performance of any activity or venture within the objects of the Organisation.

17.1.10 To form sub-committees to which specific powers are delegated. Such sub-committees may contain financial members, advisers or employees of the Organisation provided that financial members shall always be in the majority and a member of the Board shall be Chairman. The Board may cancel the appointment of sub-committees so formed, at any time.

17.1.11 To delegate power.

18. COMPOSITION OF THE BOARD

The affairs of the Organisation shall be managed exclusively by the Board, consisting of ten (10) elected members and two (2) co-opted members, comprised of:

18.1 Seven (7) elected sub-regional representatives, one from each of the seven (7) sub-regions identified as; South West Tapestry, Margaret River Wine Region, Southern Forests, Blackwood River Valley, Great Southern Coastal, Southern Rural Heritage and the Southern Range and Wine Country.

18.2 Three (3) industry representatives, elected from across the Region. At least one (1) representative from the four Western sub-regions of South West Tapestry, Margaret River Wine Region, Southern Forests, Blackwood River Valley and at least one (1) representative from the three Eastern sub-regions of Great Southern Coastal, Southern Rural Heritage and Southern Range and Wine Country. The third (3rd) industry representative shall be elected from anywhere in the Region based on voting preference.

18.3 Two (2) representatives co-opted by the Board for particular skills and expertise who do not have to be members, who shall be chosen by the board at the meeting following the AGM to serve a term to the first board meeting following year's AGM.

18.4 The Chairman and Vice Chairman shall be chosen by the Board.

19. ELECTION OF THE BOARD

19.1 Prior to the first Special General Meeting to be held after the incorporation of the Organisation under the Act, a ballot will be held to choose the seven (7) elected sub-regional representatives and three (3) industry representatives. The five (5) elected representatives with the greatest voting preference will be appointed for a term extending until the elections of Board members in the year 2006 and next five (5) preferred representatives will be appointed for a term extending until the election of the Board members in the year 2005.

19.2 The Chairman and Vice Chairman shall serve a two (2) year term and may be re-elected.

19.3 Apart from the first term in accordance with Rule 19.1, each elected Board member will serve a two (2) year term.

19.4 All elections shall be by postal or electronic voting prior to the AGM; no voting will take place at the AGM. The results of the postal or electronic voting will be announced at the AGM.

19.5 A call for nominations for the Board shall be mailed not less than forty (40) calendar days prior to the AGM.

19.6 Subject to 19.7 nominations shall be received in writing by the CEO not less than twenty five (25) calendar days prior to the AGM.

19.7 Nominations must be signed by the nominee as indication of willingness to accept nomination to the Board and signed by the nominator to verify the nomination form.

19.8 Nomination can be for either sub-regional representative or industry representative not both.

19.9 Where no more than the required number of candidates is nominated for any office, those so nominated shall be elected.

19.10 In the case of no nominations for any of the Board positions or in the case of resignation from office the Board has the power to appoint a member to that position until the next AGM.

19.11 Where there is more than one nominee for a position a ballot will occur.

19.12 Postal votes shall be sent out not less than twenty one (21) calendar days prior to the AGM.

19.13 Postal votes will include two ballot papers. One paper will be for the industry representatives and one for sub-regional representatives. Members may only vote for a sub-regional representative nominee within their sub-region. Members may vote for any industry representative nominee across the entire Region.

19.13.1 Voting for a Sub-regional representative

19.13.1.1 The First Past the Post voting method shall be used. As there is only one office to be filled from each sub-region, the ballot paper should be marked by placing a tick in the box opposite the name of the candidate whom the elector wishes to elect. Only one box shall be marked to be deemed a valid ballot paper.

19.13.1.2 To determine the result of the ballot the Returning Officer shall total the number of marks placed against each nominee of valid ballot papers. The nominee receiving the highest total shall be deemed duly elected.

19.13.2 Voting for Industry representatives

19.13.2.1 The First Past the Post voting method shall be used. To be deemed a valid ballot paper, an elector is to mark the ballot paper by placing a tick in the box opposite the name of the candidates who the elector wishes to elect, but is not to place ticks in more boxes than the number of offices to be filled.

19.13.2.2 To determine the result of the ballot the Returning Officer shall take the number of marks placed against each nominee of valid ballot papers. The nominee or nominees receiving the highest total shall be deemed duly elected. The ballot papers shall be counted to ensure that the industry representatives on the Board are elected in accordance with Rule 18.2.

19.14 Ballot papers received by the CEO less than seven (7) calendar days prior to the AGM will be declared invalid.

19.15 Ballot papers will be counted in order of sub-regional representatives, then the industry representatives. As each office is filled, that successfully elected nominee shall be deleted from subsequent ballots.

19.16 At the conclusion of the AGM, the ballot papers may be destroyed.

20. MEETINGS OF THE BOARD

20.1 Meetings of the Board shall not be fewer than four per annum, at intervals to be determined by the members of the Board.

20.2 At the first Board meeting following the AGM, the Board shall elect the Chairman and Vice-Chairman and appoint an Auditor as per Rule 24.1.

20.3 Except as otherwise provided in these Rules or the Act, matters before the Board shall be decided by simple majority vote. In the case of equality of votes, the Chairman shall have the casting vote.

20.4 Board decisions of an urgent nature may be made by circular subject to a majority of eligible members voting in affirmation of the matter.

21. DISCLOSURE OF INTEREST

A Board member having any direct or indirect pecuniary interests referred to in Section 21 or 22 of the Act shall comply with that section.

22. SUB-COMMITTEE

All sub-committees shall report to and be responsible to the Board and no act of a sub-committee shall be binding on the Board or the Organisation until ratified by the Board.

23. CHIEF EXECUTIVE OFFICER

23.1 EMPLOYMENT OF THE CHIEF EXECUTIVE OFFICER (CEO)

The Board, acting on behalf of the Organisation, shall employ the CEO on such terms and conditions as the Board may, in its absolute discretion, think fit and subject to the terms of any contract of employment, may revoke or terminate the employment of the CEO and appoint and employ any other person as CEO.

23.2 EMPLOYMENT OF ORGANISATION STAFF

The CEO may employ such staff that may be necessary to assist the CEO on terms and conditions approved by the Board.

23.3 GENERAL DUTIES OF THE CHIEF EXECUTIVE OFFICER

The CEO shall, during the term of the appointment, be required to:

- 23.3.1** attend and take part in all meetings of the Board and membership of the Organisation.
- 23.3.2** supervise the day to day running of the Organisation in compliance with all directions from time to time given by the Board.
- 23.3.3** comply with and fulfil the duties of the CEO as specified by the Board in the CEO's duty statement, provided by the Board to the CEO from time to time.
- 23.3.4** advise the Board as to the best means of administering and promoting the affairs of the Organisation.
- 23.3.5** coordinate all correspondence relating to the Organisation, the Board and members of the Organisation.

23.4 MEMBERSHIP REGISTER

The CEO shall keep and maintain an up-to-date register of members of the Organisation and their postal addresses.

23.5 CONSTITUTION

The CEO shall keep and maintain in up to date condition the Constitution of the Organisation and upon request of any member of the Organisation or member of the Board shall make available the Constitution for the inspection of that member and the member may make a copy of the Constitution for that purpose but shall have no right to remove the original copy of the Constitution for the purpose.

23.6 RECORD OF OFFICE HOLDERS

The CEO shall maintain a record of:

- 23.6.1** the names and residential or postal addresses of persons or bodies who hold any office in the Organisation provided for by the Constitution, including all appointments held by persons or bodies who constitute the Board, and persons or bodies who are authorised to use the common seal of the Organisation.
- 23.6.2** the names and residential and postal addresses of any persons or bodies who are appointed or acts as trustee on behalf of the Organisation.

23.7 AVAILABILITY OF RECORDS

The Organisation shall, upon request of a member of the Organisation or member of the Board make available the record for the inspection of that member and that member may

make a copy of or take an extract from the record but shall have no right to remove the record for that purpose.

23.8 KEEPING OF ACCOUNTS

The CEO shall:

- 23.8.1** be responsible for the receipt of all monies paid to or received by the Organisation and shall issue receipts for those monies in the name of the Organisation.
- 23.8.2** pay all monies referred to in the preceding sub-clause into such account or accounts of the Organisation as the Board may, from time to time, direct.
- 23.8.3** make payments from the funds of the Organisation with the authority of the Board and in doing so ensure that all cheques are signed in accordance with guidelines from time to time issued by the Board.
- 23.8.4** have custody of all securities, books and documents of a financial nature and accounting records of the Organisation.
- 23.8.5** maintain record and complete all taxation and other statutory requirements.
- 23.8.6** present financial statements to the Auditor in sufficient time to meet AGM requirements.

24. AUDITOR

24.1 APPOINTMENT OF AUDITOR

In the first year, the inaugural Board will select an Auditor for approval by the Board.

The Board shall appoint an Auditor for the Organisation at the first meeting following the Annual General Meeting. The Auditor can not be a member of the Organisation, cannot be a member of the Board, and can be remunerated for his/her services.

24.2 DUTIES OF AUDITOR

The auditor shall:

- 24.2.1** whenever directed to do so by the Chairman, shall submit to the Board an audited report on any financial aspect of the Organisation.
- 24.2.2** must make a report to the members upon the balance sheet and accounts for the Financial Year, to be submitted to every AGM.

25. FINANCIAL YEAR

The Financial Year shall be from 1 July in any year to 30 June of the following year.

26. COMMON SEAL

The Organisation shall have a Common Seal on which its corporate name shall appear in legible characters.

- 26.1** The Common Seal of the Organisation shall be kept in the custody of the CEO and shall be affixed to any deed, instrument or other document at a meeting and pursuant to a resolution of the Board and not otherwise.
- 26.2** Subject to the approval of the Board, any one of the Chairman, Vice-Chairman and the CEO may affix the seal and the CEO shall keep a record of all documents to which the seal shall be affixed.

27. RULES & AMENDMENT

- 27.1** These shall be the only Rules of the Organisation and shall come into force forthwith.
- 27.2** Copies of the Rules shall be available to members upon joining the Organisation, and on subsequent occasions upon application to the CEO.

27.3 In accordance with the Act and subject to the approval by a Special Resolution of the members of the Organisation these Rules may be altered (including an alteration to its name) or be rescinded and replaced by substitute rules.

27.4 The notice specifying the intention to propose a Special Resolution to alter, add to or amend the Rules shall include the precise amendment, addition or alteration sought and a brief statement setting out the reason for seeking the amendment, addition or alteration.

28. WINDING UP

Should the Organisation for any reason whatsoever cease to function, any member, affiliated body or persons holding any Organisation monies or property shall forthwith pay the same to the Board. Provided the Organisation is solvent, the Organisation may be wound up by a Special Resolution. If upon the winding up of the Organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, that property shall be distributed in accordance with the Act.

I HEREBY CERTIFY the forgoing to be a true and correct copy of the Rules of Australia's South West Incorporated.

Signed..... CHAIRMAN Date.....

Signed..... VICE CHAIRMAN Date.....