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Small Bar Association of W.A. Inc.
Rules of Association

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Rules of Association

1 Name of Association

The name of the Association is 'Small Bar Association of WA Inc', an incorporated association under the Act.

2 Definitions

2.1 In this document the following definitions apply:

Act means the *Associations Incorporation Act 1987*.

Annual General Meeting is the meeting convened under clause 13.1.

Association means the Association referred to in clause 1.

Chairperson means:

- (a) in relation to the proceedings at a Management Committee meeting or General Meeting, the person presiding at the Management Committee meeting or General Meeting in accordance with clause 10.1.4; or
- (b) if that person is unable to perform his or her functions, the President.

Commissioner means the Commissioner for Fair Trading exercising powers under the Act.

Committee means the Committee of Management of the Association referred to in clause 9.

Convene means to call together for a formal meeting.

Department means the government department with responsibility for administering the Act.

Equivalent Licensee Members means the Equivalent Licensees referred to in clause 6.1.2.

Equivalent Licences means such liquor licences issued under the Liquor Control Act 1988, not being a Small Bar licence, in respect of relatively small scale premises which foster the music, entertainment or tourism industries or premises and which are specialty themed and particularly distinctive in nature.

Financial Year means a period not exceeding 15 months fixed by the Committee, being a period commencing on the date of incorporation of the Association and ending on 30 June; and thereafter each period commencing 1 July and ending on 30 June in the following year.

Industry Members means the Industry Members referred to in clause 6.1.4.

Licensee Members means the Licensee Members referred to in clause 6.1.1.

Member means any Member of the Association.

Ordinary Resolution means a resolution other than a Special Resolution.

Poll means voting conducted in written form (as opposed to a show of hands).

President means the President referred to in clause 10.1.1.

Professional Members means the Professional Members referred to in clause 6.1.3.

Special Meeting means a General Meeting other than the Annual General Meeting.

Secretary means the Secretary referred to in clause 10.1.4.

Small Bar licence means a liquor licence issued pursuant to s41(1aa) of the Liquor Control Act 1988 (WA).

Special Resolution has the meaning given by section 24 of the Act, that is:

- (c) a resolution is a Special Resolution if it is passed by a majority of not less than three-fourths of the Members of the Association who are entitled under the rules of the Association to vote at a General Meeting of which notice specifying the intention to propose the resolution as a Special Resolution was given in accordance with those rules;
- (d) at a meeting at which a resolution proposed as a Special Resolution is submitted, a declaration by the person presiding that the resolution has been passed as a Special Resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a Poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a Poll may be demanded, by at least three Members of the Association present in person or, where proxies are allowed, by proxy; or
- (e) if a Poll is held, a declaration by the person presiding as to the result of a Poll is evidence of the matter so declared.

Sponsor Members means the Sponsor Members referred to in clause 6.1.5.

Treasurer means the Treasurer referred to in clause 10.1.3.

Vice-President means the Vice-President referred to in clause 10.1.2.

3 The Purpose/Objects of the Association

3.1 The purpose and objects of the Association are to:

- 3.1.1 add diversity to the drinking, social and hospitality scene in the State of Western Australia;

- 3.1.2 help make Perth and Western Australia appealing to tourists and reduce the 'dullsville' tag;
- 3.1.3 protect and develop the interests of its Licensee Members fostering a dynamic and profitable small bar, music and entertainment culture in Western Australia;
- 3.1.4 be the representative body for businesses operating Small Bar licences or any Equivalent Licence;
- 3.1.5 promote the proliferation of Small Bar licences and Equivalent Licences in Western Australia and subject to clause 4.1.9, where practical in addressing the formalities of applying for and obtaining new Small Bar licences and Equivalent Licences;
- 3.1.6 advocate the interests of Small Bar licensees and Equivalent Licensees to government and opposition members of the Western Australian Parliament as well as local government authorities;
- 3.1.7 foster communication and knowledge sharing amongst Small Bar licensees and Equivalent Licensees through training, seminars, publications and social events; and
- 3.1.8 afford members all such assistance as the Management Committee deems proper or desirable, in accordance with the Rules of the Association.

4 Powers of Association

- 4.1 Subject to the Act, the Association may do all things necessary or convenient for carrying out its purpose and objects. In particular the Association may:
 - 4.1.1 acquire, hold, deal with and dispose of any real or personal property;
 - 4.1.2 open and operate bank accounts;
 - 4.1.3 invest its money;
 - 4.1.4 borrow money upon such terms as the Association thinks fit;
 - 4.1.5 give security for the discharge of liabilities incurred by the Association;
 - 4.1.6 appoint and pay agents to conduct business on its behalf;
 - 4.1.7 enter into any contracts the Association considers necessary or desirable;
 - 4.1.8 appoint salaried staff necessary to further its objects; and
 - 4.1.9 help facilitate applications for the grant of new Small Bar licences and Equivalent Licences but not to provide or pay for legal advice to its members.

5 Income and Property of Association

- 5.1 The income and property of the Association must be applied solely to the promotion of the purpose and objects of the Association.
- 5.2 No portion of the income or property of the Association may be paid, transferred or distributed, directly or indirectly, to members of the Association, except for payments made in good faith in the promotion of the purpose and objects of the Association, including (without limitation) payments by way of:
- 5.2.1 reimbursement of expenses; or
- 5.2.2 remuneration to any officer, employee or other person doing work for the Association.

6 Membership of the Association

- 6.1 Membership is open to:
- 6.1.1 any natural person who is or proposes to be a Small Bar licensee or any director of a body corporate which holds or proposes to hold a Small Bar licence or an approved manager or other person authorised in writing to be the representative of a Small Bar licensee or applicant for a Small Bar licence, provided that such membership shall be restricted to one member for each Small Bar (**Licensee Members**);
- 6.1.2 any natural person who is or proposes to be an Equivalent Licensee or any director of a body corporate which holds or proposes to hold an Equivalent Licence or an approved manager or other person authorised in writing to be the representative of an Equivalent Licensee or applicant for an Equivalent Licence, provided that such membership shall be restricted to one member for each Equivalent Licence (**Equivalent Licensee Members**);
- 6.1.3 any persons:
- (a) associated with Lavan Legal or its successors in business whom the then chairman of partners of that firm nominates in writing from time to time; or
- (b) approved by the Management Committee who are considered by the existing Professional Members to be capable of being of assistance to pursue the purpose and objects of the Association.
- (Professional Members)**.
- 6.1.4 such persons with tourism, liquor or other relevant industry background and experience who can by virtue of their background, experience or position substantially help the cause of the Association (**Industry Members**); and
- 6.1.5 any sponsors or supporters who may assist the Association with funding or other aid but who may not vote at any meeting (**Sponsor Members**).

- 6.2 All persons who wish to become Licensee Members, Equivalent Licensee Members, Professional Members (other than those nominated pursuant to clause 6.1.3(a)), Industry Members or Sponsor Members of the Association, must submit a membership application form to the Management Committee and be approved as Members.

7 Register of Members of Association

- 7.1 The Secretary, on behalf of the Association, must keep an up-to-date register of the names and residential or postal addresses of all Members in their separate classes.
- 7.2 If a person's membership is terminated, the Secretary must remove the name of the Member from the register.
- 7.3 The register will be made available to Members for inspection upon request.

8 Membership Fees of Association

- 8.1 The initial membership fee for Licensee Members and Equivalent Licensee Members shall be \$30.00. The other members shall pay no annual membership fee.
- 8.2 The annual membership fee and date for payment will be fixed by the Management Committee, subject to approval by the Members at the next Annual General Meeting.
- 8.3 All Licensee Members and Equivalent Licensee Members must pay the membership fee on joining and after that, on the date fixed for payment in each year.
- 8.4 Membership may be terminated:
- 8.4.1 in writing by a resigning member;
 - 8.4.2 for non-payment of membership fees if the fees are not paid within 3 months of the due date; or
 - 8.4.3 by expulsion for misconduct under clause 22.

9 Management Committee

- 9.1 Save for the Secretary and Treasurer who shall be nominated by the chairman of partners of Lavan Legal (or its successors in business) the rest of the Management Committee may be nominated by any member other than a Sponsor Member.
- 9.2 The Management Committee must be elected to run the day-to-day business of the Association.
- 9.3 The Management Committee must consist of at least four but not more than six Members.
- 9.4 The Members of the Management Committee save for the Secretary and Treasurer must be elected at the Annual General Meeting.

9.5 The office bearers referred to in clause 10.1 will form the Executive Committee.

10 Office Bearers

10.1 The office bearers of the Association will be the President, Vice-President, Treasurer and Secretary. In brief, the roles of these office bearers are:

10.1.1 President: To be the public spokesperson for the Association.

10.1.2 Vice-President: To carry out the duties of the President in his or her absence.

10.1.3 Treasurer: To manage the Association's finances, maintain financial records and prepare financial reports.

10.1.4 Secretary: To convene, attend and act as a chairperson of all meetings, take minutes and keep records of all business conducted at meetings of members, Management Committee and Executive Committee.

11 Election of Management and Executive Committee Members

11.1 Management Committee Members, other than those nominated by the chairman of partners of Lavan Legal, will be elected at the Annual General Meeting for a one year term.

11.2 A Member standing for election must be nominated and seconded by two Members of the Association eligible to so nominate.

11.3 Nominations must be in writing and signed by the nominator, seconder and nominee.

11.4 Nominations must be sent to the Secretary not less than 14 days before the meeting at which the elections are to be held.

12 Casual Vacancies in membership of Committee

12.1 A casual vacancy in any office because of death, resignation, removal or otherwise may be filled by a member of the Management Committee until the next election of office bearers.

13 Annual General Meeting

13.1 The Annual General Meeting of the Association will take place within three months of the end of each financial year.

13.2 The Secretary will give all Members not less than 21 days notice of an Annual General Meeting by.

13.2.1 Serving it on a member personally;

- 13.2.2 Sending it by post to a member at the address of the member appearing in the register of members kept and maintained under clause 7, in which case it will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail; or
- 13.2.3 If an email address appears for a member, sending it by email to a member at the email address of the member appearing in the register of members kept and maintained under clause 7.
- 13.3 The notice must state the date, time and place of the meeting as well as the particulars of the business to be considered at the meeting.
- 13.4 The business of each Annual General Meeting is to:
 - 13.4.1 present the annual report;
 - 13.4.2 receive and approve financial reports;
 - 13.4.3 elect the new Management Committee members;
 - 13.4.4 determine subscription fees for Licensee Members and Equivalent Licensee Members for the following 12 months; and
 - 13.4.5 consider any other matter of which notice has been given in the notice of meeting.
- 13.5 The quorum for the Annual General Meeting is eight members.
- 13.6 Resolutions at Annual General Meetings will be passed by a simple majority of the votes entitled to be cast by the Members present at the meeting in addition to those cast as proxy votes.
- 13.7 Voting on general business at the Annual General Meeting will be by a show of hands. The Chairperson will have the deciding vote if the vote is tied.
- 13.8 Voting for the election of officers and Committee Members will be by secret ballot.
- 13.9 Proxy votes will be allowed. Proxy votes must reach the Secretary at least 72 hours before the commencement time for the Annual General Meeting.
- 13.10 Proxy votes will be made in the following or similar form:

Small Bar Association of WA Inc

I.....of.....(address)

being a member of the Small Bar Association of WA Inc

hereby appointof..... as my

proxy to vote on my behalf at the Annual General Meeting to be held on the

.....day of.....20..... My proxy is authorised to vote in

favour of/against (delete which is not applicable) the following

resolution/s..... or for the following

members:

Signed:..... this.....day of20.....

14 Management Committee Meetings

- 14.1 The Management Committee will meet at least once a quarter.
- 14.2 The quorum for the meetings is four Members.
- 14.3 Each Member eligible to vote will have one vote.
- 14.4 Voting will be by show of hands unless otherwise decided.
- 14.5 The Chairperson may vote on a motion and will have the deciding vote when there is a tie.
- 14.6 On any question of procedure the decision of the Chairperson is final.
- 14.7 A Management Committee member who fails to attend three consecutive Management Committee meetings without apology will be taken to have resigned, unless the Management Committee (in the absence of that member) decides otherwise.

15 Special Meetings

- 15.1 The Secretary may call a special meeting at any time on written request signed by at least eight Members or on the authority of the Management Committee.
- 15.2 The Special Meeting must be held within one month of the date when the Secretary receives the request or is given the authority by the Management Committee.
- 15.3 The Secretary must give members not less than 14 days notice of the Special Meeting by:
 - 15.3.1 Serving it on a member personally;
 - 15.3.2 Sending it by post to a member at the address of the member appearing in the register of members kept and maintained under clause 7 in which case it will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail; or
 - 15.3.3 If an email address appears for a member, sending it by email to a member at the email address of the member appearing in the register of members kept and maintained under clause 7.

15.4 A Special Resolution must be passed by a majority of not less than 75% of the Members who are entitled to vote and do vote, in person or by proxy.

15.5 Proxy votes are allowed in accordance with clause 13.9 and 13.10.

16 Minutes of Meetings

16.1 The Secretary must keep proper minutes of proceedings of all general and Management Committee meetings.

16.2 The Chairperson must ensure that the minutes taken of a general meeting or Management Committee meeting are checked and signed as correct by the Chairperson of that (or the next) general meeting or Management Committee meeting.

17 Finance and accounts

17.1 The Association must keep accurate records of all monies received and spent.

17.2 The Association must conduct its financial transactions through a financial institution or professional firm approved by the Management Committee.

17.3 All Association monies must be deposited in the name of the Association. At least two signatures are to be lodged for the purposes of operations on the account, with at least two to sign on any transaction.

17.4 The primary sources of funding for the Association will be fees for membership and sponsorships.

17.5 Additional funding solely for the purpose of achieving the objects of the Association may be raised through appropriate fundraising activities as agreed by the Management Committee.

18 Common Seal of Association

18.1 The common seal of the Association must be kept in the custody of the Secretary.

18.2 The common seal must not be stamped on any document without the authority of the Management Committee and the signatures of two of either the President, Vice-President, Treasurer or the Secretary.

18.3 Every use of the common seal must be recorded in the minute book or a seal register.

19 Custody and Inspection of records of Association

19.1 The Secretary shall have custody of all books, documents, records and registers of the Association other than those required by clause 19.2 to be kept and maintained by or in the custody of the Treasurer.

- 19.2 The Treasurer shall have custody of all securities, books and documents of a financial nature and accounting records of the Association.
- 19.3 A Member other than a Sponsor Member may at any reasonable time inspect the records, books, documents and securities of the Association.
- 19.4 All members may inspect the Register of Members, the rules of the association and the record of office bearers and make a copy or take an extract from these records at the place where these records are kept, but members have no right to remove the records for this purpose in accordance with sections 27, 28 and 29 of the Act.
- 19.5 No records, books, documents or securities of the Association may be removed from the Association without the Chairperson's written authority.

20 Amendments to rules of Association

- 20.1 The Association may alter or add to those rules by special resolution in accordance with the procedure set out in sections 17, 18 and 19 of the Act.
- 20.2 Within one month of passing a special resolution altering the rules the Association must lodge the notice with the Commissioner.
- 20.3 The notice of the special resolution must set out the particulars of the alteration(s) together with a certificate given by a member of the Management Committee certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of this Act.
- 20.4 An alteration of the rules of the Association does not take effect until the notice and certificate have been lodged.
- 20.5 These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

21 Complaints and Disputes of Association

- 21.1 Any complaint made by a Member or member of the public against the Association or a Member must be submitted in writing to the Management Committee within 1 month of the incident or cause of complaint.
- 21.2 The Management Committee must investigate the complaint fully.
- 21.3 The person(s) making the complaint will be informed of the outcome in writing.
- 21.4 In the case of a dispute, the parties to the dispute must meet and discuss the matter, and try and resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 21.5 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

- 21.6 The mediator must be:
- 21.6.1 a person chosen by agreement between the parties; or
 - 21.6.2 in the absence of agreement in the case of a dispute between a Member and another Member, a:
 - (a) person appointed by the Management Committee; or
 - (b) in the case of a dispute between a Member or non-Member and the Association, a person who is a mediator appointed to, or employed with, a not-for-profit organisation.
- 21.7 A Member of the Association can be a mediator, provided they are not a party to the dispute or placed in a conflict of interest.
- 21.8 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 21.9 The mediator must:
- 21.9.1 give the parties to the mediation process every opportunity to be heard;
 - 21.9.2 allow due consideration by all parties of any written statement submitted by any party; and
 - 21.9.3 ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 21.10 The mediator must not determine the dispute.
- 21.11 The mediation must be confidential and without prejudice.
- 21.12 If the dispute is not resolved by mediation, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

22 Suspension and Expulsion of Association

- 22.1 A Member may be suspended or expelled if his or her conduct is detrimental to the Association.
- 22.2 The Management Committee must inform the Member in writing before deciding on suspension or expulsion stating the reason for proposed suspension or expulsion.
- 22.3 The Member has 30 days to respond to the notice of proposed suspension or expulsion, saying why he or she should not be suspended or expelled.
- 22.4 Any submission made by the Member must be taken into account by the Management Committee in making its decision on suspension or expulsion.
- 22.5 If the Member is suspended or expelled, the member has 21 days in which to appeal the decision.

- 22.6 A special general meeting will be convened to decide on the suspension or expulsion.
- 22.7 The voting at the meeting will be by majority of Members' secret ballot.

23 Dissolution of Association

- 23.1 The Association may be dissolved by special resolution passed by a 75% majority of votes cast at a special meeting called for that purpose.
- 23.2 Surplus property that exists after winding up or dissolution is to be given or transferred to another association incorporated under the Act which has similar objects and which is not carried on for the purposes of profit or gain to its individual members, to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the Members.
- 23.3 Which association is to receive the property is to be determined by resolution of the Members.