

**RULES OF ASSOCIATION
OF
THE FRIENDSHIP FORCE OF PERTH (INCORPORATED)**

ARTICLE 1 - NAME

The name of the organization shall be **THE FRIENDSHIP FORCE OF PERTH** (Incorporated) (hereinafter referred to as the Club) with the name being written in proper sequence with no deviations.

This name shall not be changed unless permission has first been obtained from Friendship Force International, hereinafter referred to as FFI. The Friendship Force of Perth (Incorporated) is chartered as a club by FFI and Incorporated under the Laws of Western Australia.

ARTICLE 11 - MISSION AND PURPOSES

MISSION

**“To create an environment where personal friendships can be established
across the barriers that separate people”**

PURPOSES

1. To provide friendship to people both within the Club and also across barriers of distance, culture, language, religion and politics.
2. To promote the exchange of citizens internationally and throughout Australia under the FFI programme.
3. To recruit members and increase programme awareness by providing information to Club members and to interested persons in the community.

This Club is not organized and shall not be operated for pecuniary gain or profit. No part of the property of the Club and no part of its net earnings shall be used for the benefit of any private individual.

This Club shall never be authorized to engage in a regular business of any kind ordinarily carried on for profit or in any other Club activity except in furtherance of the purposes stated above for which the Club is organized.

The Club shall never engage in propaganda, attempt to influence legislation, or participate in any political campaign on behalf of any candidate for public office, nor shall any part of its property or any part of the income therefrom be devoted to such purpose.

ARTICLE 111 - MEMBERS

Section 1(a)

Any individual is eligible who supports the goals and purposes of the Club and is willing to pay the required annual dues and to abide by these rules. A member is in good standing after having completed an application form and paying the required dues. A register of the names and addresses (postal or residential, and Email) of all members shall be maintained by the nominated Membership Officer. Only members in good standing shall be entitled to vote and participate at Club meetings.

Section 1(b)

Life Members

The Management Committee may nominate members or former members as Life Members. Such nominations are to be approved by members at the AGM.

These may be awarded to Members with a minimum of 10 years membership who have contributed significantly and have been involved in the furtherance of the Club's aims.

Life Members will be invited to attend club meetings, social activities and will be emailed the Club's newsletter.

Non-financial Life Members will not be eligible to vote at Club or Annual General Meetings.

Section 2

Any fully paid member may arrange with the Management Committee to inspect any of the records of the club.

Section 3

The Management Committee has the right to refuse to accept the membership dues of any applicant for membership. They also have the right to refuse to accept the renewal fees of an existing member who has demonstrated by his/her statement or behaviour that he/she does not support the goals or ideals of the Club. Upon taking such action, the Management Committee shall give written notice of reason thereof to such member or applicant and return any money tendered as dues, whereupon that person shall no longer be considered a member. That member shall have the right to appeal this decision by communicating with the Management Committee for further consideration. The final decision of the Management Committee shall be subject to confirmation at a general meeting of the Club membership.

ARTICLE 1V – OFFICERS

Section 1

The elected officers of this club shall be a President, a Vice-President, a Secretary, a Treasurer and three Elected Management Committee Members.

Section 2

The President shall:

- (a) Preside at all meetings of the Club and Management Committee.
- (b) Serve as liaison with FFI and other Friendship Force clubs.
- (c) Serve as official spokesperson for the Club.
- (d) Exercise all powers and perform all duties normally incident to such office.
- (e) Support the goals and purposes of Friendship Force International.

Section 3

The Vice-President shall:

- (a) Perform all duties and responsibilities of the President in the absence of the latter.
- (b) Perform such other duties as the Management Committee may authorize.
- (c) Serve as Journeys Coordinator if required.

Section 4

The Secretary shall:

- (a) Record the minutes of each meeting of the Management Committee, Annual General Meeting, Special General Meeting and General Meetings.
- (b) Send a copy of the Minutes to the President within one week after each such meeting for review and for distribution to the Management Committee prior to the next Management Committee meeting.
- (c) Keep the records, books, documents and securities of the Club.
- (d) Handle correspondence of the Club as directed by the President.
- (e) Issue all official notices.
- (f) Maintain custody of the Common Seal.

Section 5

The Treasurer shall:

- (a) Collect all monies due to the Club.
- (b) Deposit Club funds in the bank accounts approved by the Management Committee.
- (c) Keep the books of account of the Club.
- (d) Make a Financial report at all meetings of the Management Committee and at all General meetings, with a copy for the Secretary.
- (e) Arrange for payment of accounts owed by the Club.

- (f) Prepare the books for an audit for completion prior to each Annual General Meeting of the Club.
- (g) Present the audited financial report to the Annual General Meeting.
- (h) Collate and document the property of the Club.

Section 6

The Club President or another designated member should attend the Australian National Friendship Force Conference and the Southern Districts Council meeting. The Club will pay the registration expenses of the President or designated member.

Section 7

The President and Treasurer shall each prepare a report for the Annual General Meeting.

Section 8

Immediately after the AGM, the President for the preceding twelve months should submit to FFI:

- (a) The names, offices, addresses, email and telephone numbers of the incoming Management Committee.
- (b) The totals of paid membership and total membership as at the date of the AGM.
- (c) A financial statement for the preceding year.
- (d) A brief summary of the highlights of the year in the club.

Section 9

The incoming President shall confirm with the outgoing President that the annual report from the previous year is on file at FFI. Any property pertaining to an office must be given to the incoming officer within two weeks of assuming office.

ARTICLE V – NOMINATION AND ELECTION OF OFFICERS AND MANAGEMENT COMMITTEE

Section 1

Candidates for elected Club officers shall be fully paid members and shall be elected for a term of two years. Elected officers may stand for one additional term in that position (subject to Section 2 below). The elected officers shall assume office immediately after the Annual General Meeting.

Section 2

If the elected officer has served two consecutive terms in one position, then the elected officer may nominate for that previously held position after a period of absence of at least 2 years.

Section 3

The election of officers shall be held at the Annual General Meeting. Voting for officers shall be by ballot. Only members present and in good standing may vote. In the event of a tied vote, the result of the election shall be decided by lot.

If there is only one nominee for an office, the Returning Officer shall say “There being no other nominations, I declare.....duly elected as.....”

Section 4

At least five weeks prior to the Annual General Meeting, the Management Committee shall appoint a Returning Officer. The duties of this person will be to accept written nominations, no later than 28 days prior to the AGM, with the consent of those nominated, and to report those to the Management Committee.

In the event that written nominations are not forthcoming for any position, then at the Annual General Meeting, the President shall receive from the floor further nominations with the consent of the nominees. If an elected position is not filled at the Annual General Meeting then that position may be filled by an appointment by the Management Committee and with the same terms and conditions as the unfulfilled term of office, subject to being ratified at the next General Meeting.

ARTICLE V1 – COMMITTEES

The President or the Management Committee may appoint Ad Hoc committees. Ad Hoc committees are automatically dismissed after preparing and presenting a final report to the President or Management Committee.

ARTICLE V11 – MANAGEMENT COMMITTEE

Section 1

The Management Committee shall consist of the following members:

- (a) Voting Members:
The elected officers of the Club, being President, Vice President, Secretary, Treasurer and the three elected members all of whom are entitled to vote on all motions and decisions.
- (b) Non-Voting Members:
Ambassador and Host Coordinators attending three months prior to a Journey and one month after;
Additional members appointed by a majority vote of the Management Committee; and
Immediate Past President for 1 year if invited by the Management Committee.

- (c) Casual vacancies:
 - i. An elected position will be declared vacant should a member die or resign and the position filled as a casual vacancy pending next scheduled elections.
 - ii. In the event that an elected officer is to be absent for more than two months by way of illness or travel a member may be appointed by the Management Committee to fill that position on a temporary basis.
 - iii. Members appointed to a casual vacancy will have the same responsibilities and voting rights as the person they replace.
 - iv. Appointments will be subject to ratification at the next General Meeting

Section 2

The duties of the Management Committee are:

- (a) To manage the affairs of the Club.
- (b) To approve the official bank for the Club's funds.
- (c) To recommend a competent person as Auditor for the following year, to be approved at the Annual General Meeting.
- (d) To appoint a member of the Club to fill an unexpired term of an officer, to be approved at the next General Meeting.
- (e) To determine any annual membership fees which are to be announced at the September General meeting.
- (f) To nominate fees or other amounts to be paid by members.
- (g) To appoint Ambassador and Host Coordinators for Outbound and Inbound Journeys.
- (h) To appoint non-voting members to the Management Committee as the need arises.

Section 3

The presence of no less than four elected officers shall constitute a quorum. Unless a higher vote is specified herein, the vote of a majority of the Management Committee, at a meeting at which a quorum is present, shall be necessary to constitute the action of the Management Committee. In the best interests of the Club, a Committee member may be removed from his or her post by a vote of three quarters of the voting members of the Management Committee.

Section 4

Members of the committee who have a direct or indirect pecuniary interest in a matter being considered by the committee must declare that interest and not take part in any deliberation or voting on that matter.

ARTICLE V111 – MEETINGS

Section 1

- a) The Annual General Meeting of the Club shall be held during the month of November each year immediately following the November General Meeting at a time and place to be designated. A written notice of the time and place of this meeting must be sent to each member at least 21 days prior to the meeting. Whenever elections are to be held, the list of nominations received to date, pursuant to Article V of these by-laws, shall be made part of this notice.

- b) Business of the Annual General Meeting:
 - i. Receive President's report
 - ii. Receive Secretary's report (or minutes of the last AGM)
 - iii. Receive, and if approved, adopt the audited report of The Club Accounts to the end of the preceding Financial Year.
 - iv. Elect Office Bearers
 - v. Approve the Auditor

Section 2

General meetings of the Club shall be held at least semi-annually, or as often as the general membership may decide. A notice of meeting will be forwarded on behalf of the Secretary, either by email to members so recorded or by prepaid post at least five days prior to meetings. While meetings are held each month except for the Christmas/New Year period, notice of next meeting will be made at the current meeting and minuted accordingly, to appear on the copy of minutes circulated to members.

Section 3

The Management Committee shall meet at least quarterly on dates designated by the President with the agreement of the Management Committee.

Section 4

The President, any three elected officers, or any ten members, may call a Special General Meeting of the Club with at least seven days prior notice to all members. Business mentioned in the notice must be the only business conducted.

Section 5

A quorum for the Annual General Meeting, General Meetings and Special General Meetings shall be 50% of the financial members. Unless a higher vote is specified herein, decisions or actions taken or adopted by a majority of the members present and voting at a meeting at which a quorum is present, shall constitute the action of the Club.

ARTICLE 1X – FINANCES

Section 1

The financial year of the Club shall end on the last day of September.

Section 2

The annual membership dues of this Club shall be set by the Management Committee and shall be payable between the months of October and December, but no later than February the following year. Club memberships shall be for the financial year, with pro-rata for new members joining. Members who have not paid dues by February may be removed from the membership rolls at the discretion of the Management Committee.

Section 3

Revenue from sources other than annual dues may be raised as recommended by the Management Committee.

Section 4

Any two of the President, Vice President, Secretary and Treasurer are authorized to sign cheques and electronic fund transfers and withdraw funds.

Section 5

With the authority of the Management Committee the Common Seal shall be affixed and witnessed by any two of The President, Vice-President, and Secretary.

ARTICLE X - AMENDMENTS

These Rules may be amended by special resolution at any Annual General Meeting, General Meeting or Special General Meeting of the club, by a three fourths majority of those present and voting, provided that notice of the amendments has been given either at the previous meeting or sent to each member at least twenty-one days before the meeting. Any amended Rules must be filed with FFI, Atlanta.

ARTICLE X1 - COMMON SEAL

The club will have a Common Seal on which the corporate name will appear in legible characters. The seal will be used under the authority the Management Committee and held in the custody of the Secretary.

ARTICLE XII - DISPUTES AND MEDIATION

1. The disputes procedure set out in this rule applies to disputes under these rules between-
 - (a) members of the Club
 - (b) a member and the Club
2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties and the Club.
3. 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 host a meeting in the presence of a mediator.

4. The mediator must be –
 - (a) a person chosen by agreement between the parties, or
 - (b) in the absence of agreement –
 - (i) in the case of a dispute between members, a person approved by the Management Committee;
 - (ii) in the case of a dispute between a member and the Club, a person who is a mediator appointed to, or employed with a not for profit organisation.
5. A member of the Club, not being a party to the dispute, can be the mediator.
6. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
7. The mediator in conducting the mediation must –
 - (a) give the parties to the mediation process every opportunity to be fully considered.
 - (b) allow due consideration by all parties of any written statement submitted by any party, and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
8. The mediator must not determine the dispute.
9. The mediation must be confidential and without prejudice.
10. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with “The Act”.

DISSOLUTION

The Club may, by special resolution, be wound up. Members must be notified in writing, either electronically, through the newsletter, or by other means at least twenty-one days prior to the meeting, specifying the intention. Such a resolution requires a majority vote of not less than three-quarters of the members present and voting. If upon the winding up or dissolution of the club, there remains, after satisfaction of all its debts and liabilities whatsoever, the same must not be paid to, or distributed among the members or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects, and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

This amended Rules of Association was accepted by a majority of entitled members at a General Meeting on 17 August 2019 and supersedes previous Rules of Association.