

THE NATIONAL TRUST OF AUSTRALIA (WA)



TRUST RULES

8 November 2017

Rules of the National Trust of Australia (W.A.)

1. The Trust is established by the Act.
2. These are the rules made under section 27 of the Act.

DEFINITIONS AND INTERPRETATION

3. In these Rules, unless otherwise stated, the following words have the following meanings:
 - (a) **Act** means the *National Trust of Australia (W.A.) Act 1964* (WA).
 - (b) **Annual General Meeting** means the Annual General Meeting of the Trust held under Rule 20.
 - (c) **Chairperson** means the chairperson of the Council elected under Rule 60.
 - (d) **Chief Executive Officer** means the chief executive officer of the Trust appointed by the Council under Rule 46.
 - (e) **Committee** means a committee appointed by the Council under Rule 84.
 - (f) **Council** means the Council as defined in section 3 of the Act.
 - (g) **Councillor** means a person elected or appointed as a councillor of the Council under these Rules.
 - (h) **Council Officer** means an officer of the Council under Rule 58.
 - (i) **Corporate Member** means a person admitted as a Corporate Member of the Trust.
 - (j) **Delegation Policy** means the policy outlining the powers delegated by the Council to the Executive Committee as amended by the Council from time to time.
 - (k) **Deputy Chairperson** means the deputy chairperson of the Council elected under Rule 60.
 - (l) **Executive Committee** means the Committee of the same name appointed by the Council under Rule 45.
 - (m) **Fellow Member** means a person admitted as a Fellow Member of the Trust.
 - (n) **General Meeting** means an Annual General Meeting or a Special General Meeting.
 - (o) **Honorary Secretary** means the honorary secretary of the Trust elected under Rule 68.
 - (p) **Honorary Treasurer** means the honorary treasurer of the Trust elected under Rule 68.

- (q) **Household Member** means a person or persons admitted as a Household Member of the Trust.
- (r) **Individual Member** means a natural person admitted as an Individual Member of the Trust.
- (s) **Life Member** means a person admitted as a Life Member of the Trust.
- (t) **Member** means a person admitted as a member of the Trust under Rule 6 and the term **Membership** has a corresponding meaning.
- (u) **Nominee** means a natural person appointed as a nominee of a Corporate Member or a Household Member under Rule 8.
- (v) **Patron** means a person appointed as a patron of the Trust under Rule 73.
- (w) **President** means the president of the Trust elected under Rule 68.
- (x) **Rules** means these rules of the Trust.
- (y) **Special General Meeting** means a Special General Meeting of the Trust held under Rule 22.
- (z) **Trust** means the Trust as defined in section 3 of the Act.
- (aa) **Trust Officer** means an officer of the Trust under Rule 65.
- (bb) **Vice-President** means a vice-president of the Trust elected under Rule 68.

4. In these Rules, unless the context requires otherwise:

- (a) references to notices include formal notices of meetings and all documents and other communications from the Trust to its Members;
- (b) a reference to any legislation includes any amendment to or consolidation or replacement of that legislation and any subordinate legislation made under that legislation;
- (c) a reference to a **person** includes an individual, a body corporate, an authority, an association or joint venture (whether incorporated or unincorporated), a partnership and a trust;
- (d) a reference to **writing** and **written** includes printing, lithography and other ways of representing or reproducing words in a visible form;
- (e) the singular (including defined terms) includes the plural and the plural includes the singular;
- (f) include and including are not words of limitation;
- (g) a word importing any gender includes every other gender;

- (h) if a period of time runs from a given date, act or event, then the time is calculated exclusive of the date, act or event;
- (i) a reference to days is to calendar days and in respect of any notice period, excludes the day on which notice is given and the day on which a notice is received;
- (j) a reference to months is a reference to calendar months;
- (k) a reference to a time is to Australian Western Standard time;
- (l) if a word or phrase is defined, other grammatical forms of that word or phrase have a corresponding meaning; and
- (m) headings are used for convenience only and do not affect the interpretation of these Rules.

MEMBERSHIP

- 5. The Trust shall consist of the following Membership classes:
 - (a) Individual Members;
 - (b) Corporate Members;
 - (c) Household Members;
 - (d) Life Members;
 - (e) Fellow Members; and
 - (f) such other classes of Member as determined by the Council from time to time,
- 6. A person shall be admitted as an Individual Member, a Corporate Member or a Household Member if they:
 - (a) satisfy the criteria for admission as a Member determined by the Council from time to time (if any); and
 - (b) complete and submit a Membership form and pay the relevant subscription (if any) by the due date.
- 7. A person may be admitted as a Life Member or a Fellow Member by the Council having regard to the contribution or service of a person to the Trust and such other factors as the Council considers appropriate.
- 8. In order to exercise its voting rights at a General Meeting, a:
 - (a) Corporate Member must nominate one Nominee to act as its representative; and
 - (b) Household Member must nominate two Nominees, each of whom will have one vote at a

General Meeting.

9. A nomination must be made in writing and delivered to the Trust. A Corporate Member or Household Member can at any time nominate a new Nominee in replacement of an existing Nominee.
10. All Members are entitled to receive notice of, attend and be heard at General Meetings and shall have such other rights as determined by the Council from time to time.
11. Subject to Rule 36, all Members are entitled to vote at General Meetings. Household Members have 2 votes and all other classes of Member have 1 vote.
12. A Member immediately ceases to be a Member of the Trust if the Member:
 - (a) being an individual, dies;
 - (b) being a Corporate Member, is wound up or is or becomes insolvent;
 - (c) resigns as a Member by giving written notice to the Chief Executive Officer;
 - (d) has their Membership terminated under Rule 18; or
 - (e) is notified in writing by the Chief Executive Officer that the Executive Committee has resolved to terminate their Membership under Rule 15.
13. The Chief Executive Officer must maintain an up to date register of Members.
14. All Members must abide by the Rules of the Trust as a condition of continuing Membership of the Trust.
15. The Executive Committee may, acting reasonably, notify a Member who it considers has brought the Trust into disrepute of the Executive Committee's intention to remove that person as a Member and may, after having afforded the Member the right to be heard, resolve to remove that person as a Member. A decision of the Executive Committee is final and binding.

DONATIONS AND SUBSCRIPTIONS

16. The Council may from time to time determine the amount of the subscription (if any) to be paid by each Member. No subscription will be payable by Life Members or Fellow Members.
17. Each Member must pay the amount of the subscription determined under Rule 16 by the due date determined from time to time.
18. If a Member fails to pay the annual subscription (if any) payable within a period of three months after the day on which it becomes due and payable, the Trust may notify such Member in writing of the termination of their Membership, unless the Chief Executive Officer has waived payment of the subscription fee.
19. Unless the Council determines otherwise, any Member who ceases to be a Member is not entitled to a refund of all or any amount of the subscription paid by that Member.

GENERAL MEETINGS

20. The Council shall hold an Annual General Meeting of Members once in every calendar year by the thirtieth day of November.
21. All General Meetings other than the Annual General Meeting shall be called Special General Meetings.
22. A Special General Meeting may be convened:
 - (a) by the Council whenever it thinks fit; or
 - (b) upon requisition of 5% of the Members entitled to vote or fifty Members entitled to vote, whichever is higher.
23. A requisition under Rule 22(b) must:
 - (a) be for a proper purpose, lawful and otherwise deal with the matters under these Rules reserved to be dealt with by the Members in General Meeting;
 - (b) be addressed to the Chief Executive Officer; and
 - (c) set out the items of business to be transacted at the meeting.
24. Upon receipt of a valid requisition made under Rule 22(b), the Chief Executive Officer must notify the Council as soon as reasonably practicable and the Council must, within three months of receiving notice of the requisition from the Chief Executive Officer, convene a Special General Meeting for the purpose of addressing the business set out in the requisition.
25. At least fourteen days' notice of a General Meeting must be given to all Members in accordance with these Rules.
26. The accidental omission to give notice of a General Meeting to, or the non-receipt of notice of a General Meeting by, any Member does not invalidate the proceedings at any General Meeting.
27. No business may be transacted at any General Meeting, except the election of a chairperson or the adjournment of the General Meeting, unless a quorum of Members is present at the time when the General Meeting proceeds to business.
28. The presence of twenty Members entitled to vote will constitute a quorum for any Annual General Meeting or a Special General Meeting convened under Rule 22(a).
29. The presence of 5% of Members or fifty Members entitled to vote, whichever is higher, will constitute a quorum for a Special General Meeting convened under Rule 22(b).
30. If, within fifteen minutes from the time appointed for a General Meeting a quorum is not present, the General Meeting, shall be dissolved.
31. The President or in his or her absence, one of the Vice-Presidents, shall preside as chairperson at every General Meeting of the Trust.

32. If the President or one of the Vice-Presidents is not present within fifteen minutes after the time appointed for holding a General Meeting or is unable or unwilling to act as chairperson of a General Meeting, the Members present shall choose someone from their number to be chairperson of that General Meeting.
33. The chairperson may, with the consent of any General Meeting at which a quorum is present (and shall if so directed by the meeting), adjourn the General Meeting from time to time and from place to place but no business shall be transacted at any adjourned General Meeting other than the business left unfinished at the adjourned General Meeting. No notice shall be given of an adjourned General Meeting unless the General Meeting is adjourned for twenty-one days or more, in which case notice of the adjourned General Meeting must be given to all Members as in the case of the original General Meeting.

VOTING AT GENERAL MEETINGS

34. Subject to Rule 39, a resolution put to vote at any General Meeting shall be decided on a show of hands.
35. Except where required by law or these Rules, a resolution put to a vote at a General Meeting is to be decided by a majority of the votes cast by the Members present in person and entitled to vote.
36. No Member (or their Nominee) shall be entitled to vote at any General Meeting unless all subscriptions presently payable by the Member to the Trust have been paid by the due date for payment or such other time determined by the Chief Executive Officer.
37. Unless a ballot is demanded, a declaration by the chairperson which reflects a show of hands and an entry to that effect in the book of the proceedings of the Trust, is conclusive evidence of the result on a particular resolution. Neither the chairperson nor the book of proceedings need to state the number or proportion of the votes recorded in favour of or against a resolution.
38. A ballot may only be demanded before or on the declaration of the result of the show of hands by:
 - (a) the chairperson of the General Meeting; or
 - (b) at least ten Members present in person entitled to vote.
39. If a ballot is duly demanded it shall be taken in such manner as the chairperson directs and the result of the ballot shall be deemed to be the resolution of the General Meeting at which the ballot was demanded.
40. A ballot demanded on the election of a chairperson or on a question of adjournment shall be taken straight away. A ballot demanded on any other question shall be taken at such time as the chairperson of the meeting directs.
41. In the case of an equality of votes, whether on a show of hands or on a ballot, the chairperson of the meeting at which the vote takes place has a second or casting vote.

THE TRUST

42. The Trust will have:
 - (a) a Council;
 - (b) an Executive Committee; and
 - (c) a Chief Executive Officer.
43. The Council is responsible for managing the affairs of the Trust in accordance with the Act and these Rules.
44. The Council has all of the powers conferred by the Act and these Rules.
45. The Council will appoint an Executive Committee, being a Committee of the Trust, consisting of such Councillors as the Council thinks fit. The Council may delegate such of the Council's powers, except the power of delegation, to the Executive Committee pursuant to the Delegation Policy.
46. The Council will appoint a Chief Executive Officer on such terms and conditions as determined by the Council, to perform the roles and duties set out in Rule 103.

ELECTION AND APPOINTMENT OF COUNCILLORS

47. In accordance with section 10 of the Act the Council shall consist of twenty-five Councillors comprising of:
 - (a) sixteen Councillors elected through the nomination and election process under these Rules (**Elected Councillors**); and
 - (b) nine appointed Councillors appointed by the persons or bodies specified under the Act (**Appointed Councillors**).
48. A Councillor will hold office for a term of three years commencing on the date of their election or appointment and is eligible to be re-elected or re-appointed as a Councillor following the expiry of their term.
49. The Council may from time to time in consultation with the Western Australian Electoral Commission, determine the rules and procedures (including but not limited to any security and verification measures and the circumstances under which an electronic or postal vote is valid or invalid) which will apply to any electronic or postal ballot.
50. Where a postal ballot is conducted the Trust shall adopt the Standard Election Rules for Non-Parliamentary Postal Elections as prescribed by the Western Australian Electoral Commission from time to time.
51. Until otherwise determined by the Council, in all elections of Elected Councillors under Rule 47(a), the Returning Officer shall be the Electoral Commissioner for Western Australia appointed under the *Electoral Act 1907 (WA)*, or such other officer holding an appointment under the *Electoral Act 1907 (WA)* appointed by the Electoral Commissioner by notice to the Chief Executive Officer.

52. At any election every Member who has paid their subscription (if any) and is entitled to vote shall have one vote, except that Household Members shall have two votes.

CASUAL VACANCIES FOR COUNCILLORS

53. When a casual vacancy occurs in the office of an Elected Councillor, the Members may elect a Member, in accordance with the process for the election of Elected Councillors under these Rules, to fill the vacant office and the elected successor shall hold office for the remainder of the term of office of the Elected Councillor in whose place he or she is elected.
54. When a vacancy occurs for any reason in the office of an Appointed Councillor, the Chief Executive Officer of the Trust shall request the person or body entitled by the Act to nominate a successor, after consultation with the Council, to inform the Chief Executive Officer in writing of the name of the person whom the person or body wishes to nominate to fill the vacant office.
55. When the Chief Executive Officer receives a nomination to fill an Appointed Councillor position, he or she shall inform the Council at its next ordinary meeting that the nomination has been received.
56. The Council must then appoint the person so nominated as an Appointed Councillor to fill the vacancy.
57. A person appointed to fill a vacancy in the office of an Appointed Councillor, shall hold office for the remainder of the term of office of the Appointed Councillor in whose place he or she is appointed.

OFFICERS OF THE COUNCIL

58. The Council Officers are the Chairperson and the Deputy Chairperson.
59. A Council Officer must be an Elected Councillor.
60. The Chairperson and the Deputy Chairperson are elected annually by the Councillors at the first duly convened meeting of the Council after the Annual General Meeting from among the Elected Councillors and hold office until the end of the next following Annual General Meeting.
61. After each Annual General Meeting and at least two weeks before the first ordinary meeting of the Council that follows, the Chief Executive Officer shall call for nominations from the Elected Councillors to fill the vacancies in the office of Chairperson and Deputy Chairperson.
62. A nomination for the position of Chairperson or Deputy Chairperson must be made in writing signed by two Councillors and the Elected Councillor nominee and must be delivered or posted to the Chief Executive Officer not later than one week before the Council meeting at which the election is to take place.
63. The Chief Executive Officer will conduct the election of the Chairperson and Deputy Chairperson in accordance with the following process:
 - (a) If no nomination has been received under Rule 62 for either office, the Chief Executive Officer shall call for nominations at the Council meeting.

- (b) If more than one candidate has been nominated for such office, it shall be filled by a ballot of those Councillors present and entitled to vote. The votes shall be counted by the Chief Executive Officer.
 - (c) The Chief Executive Officer shall announce the names of the successful candidates for the offices of Chairperson and of Deputy Chairperson and they shall then take the office.
64. If a casual vacancy occurs in the office of the Chairperson or the Deputy Chairperson the Council shall elect a successor from the remaining Elected Councillors. The successor shall hold office for the remainder of the term of office of the Council Officer in whose place he or she is elected.

OFFICERS OF THE TRUST

65. The Trust Officers are the President, two Vice-Presidents, the Honorary Secretary and the Honorary Treasurer.
66. A Trust Officer must be an Elected Councillor.
67. The election of the Trust Officers shall take place after the election of the Council Officers
68. The Trust Officers are elected annually by the Councillors at the first duly convened meeting of the Council after the Annual General Meeting from among the Elected Councillors and hold office until the end of the next following Annual General Meeting.
69. After each Annual General Meeting and at least two weeks before the first ordinary meeting of the Council that follows, the Chief Executive Officer shall call for nominations from the Elected Councillors to fill the vacancies in the Trust Officers.
70. A nomination for the position of Trust Officer must be made in writing, signed by two Councillors and the nominee Elected Councillor and must be delivered to the Chief Executive Officer not later than one week before the Council meeting at which the election is to take place.
71. The Chairperson of the Council shall conduct the election of the Trust Officers as follows:
- (a) if no nominations have been received under Rule 70 for any one of the offices, the Chairperson shall call for nominations for that office at the Council meeting.
 - (b) If more than one candidate has been nominated for any of the offices, the office shall be filled by ballot of those Councillors present at the Council meeting and entitled to vote. The votes shall be counted by the Chief Executive Officer.
72. If a casual vacancy occurs in the office of a Trust Officer the Council shall elect a successor from the remaining Elected Councillors. The successor shall hold office for the remainder of the term of office of the Trust Officer in whose place he or she is elected.

PATRONS

73. The Council from time to time may declare that any person distinguished by reason of his or

her having rendered public service, or any person being the holder for the time being of any public office, be appointed as a Patron of the Trust. A Patron in his or her capacity as Patron shall be entitled to receive notices of and to attend, but not vote at any General Meeting of the Trust.

PROCEEDINGS OF THE COUNCIL

74. The Chief Executive Officer shall cause minutes to be made and kept in such a manner as the Council shall approve of all proceedings of the Council and all General Meetings.
75. The Council may meet together for the dispatch of business and adjourn and otherwise regulate its meetings as it thinks fit.
76. The linking together by telephone or other electronic means of a sufficient number of the Councillors to constitute a quorum constitutes a Council meeting. All of the provisions in these Rules relating to Council meetings apply, so far as they can and with any necessary changes, to Council meetings by telephone or other electronic means.
77. A Councillor who takes part in a Council meeting by telephone or other electronic means is taken to be present in person at the meeting.
78. A Council meeting by telephone or other electronic means is taken to be held at the place decided by the Chairperson of the meeting, as long as at least one of the Councillors involved was at that place for the duration of the meeting.
79. No business may be transacted at a Council meeting unless a quorum of Councillors is present at the time the business is dealt with. The presence of eight Councillors will constitute a quorum for a Council meeting.
80. Questions arising at any meeting of the Council will be determined by a majority of the Councillors present and voting in person and in the case of an equality of votes the Chairperson has a second or casting vote.
81. A resolution in writing signed by all of the Councillors entitled to vote and containing a statement that they are in favour of a resolution shall be valid as if it had been passed at a duly convened Council meeting.
82. A resolution in writing may consist of several documents in like form, each signed by one or more Councillors and if so signed, it takes effect on the latest date on which a Councillor signs one of the documents.
83. A document generated by electronic means which purports to be a facsimile of a resolution of Councillors is to be treated as a resolution in writing and a document bearing a facsimile of a signature is to be treated as signed.

COMMITTEES

84. The Council may appoint such Committees as it sees fit from time to time.
85. The terms of reference and powers of any Committee shall be determined by the Council from time to time.

86. All members of all Committees shall be appointed annually by the Council from among the Councillors. A Committee may, with the approval of the Council, co-opt any person whether a Member or not, to serve on that Committee for such period as determined by the Council.
87. The Chairperson of the Council and the Chief Executive Officer shall sit ex-officio on all Committees.
88. A Committee may meet together for the dispatch of business and adjourn and otherwise regulate their meetings as they think fit and in accordance with any rules determined by the Council.
89. No business may be transacted at a Committee meeting unless a quorum of Committee members is present at the time the business is dealt with. The quorum for Executive Committee meetings is five Executive Committee members and the quorum for all other Committee meetings shall be as determined by the Council from time to time.
90. A Committee may elect a chairperson of its meetings and if no chairperson is elected or if at any Committee meeting the chairperson is not present within five minutes of the time appointed for holding the same, the members present may choose one of their number to be chairperson of that meeting.
91. The chairperson of a Committee must cause minutes to be kept of all proceedings of the Committee and must provide a copy of all Committee minutes to the Chief Executive Officer as soon as reasonably practicable.
92. The Council may terminate any member of a Committee who is absent without leave of the Committee for three consecutive ordinary meetings of the Committee of which notice has been sent to him or her.
93. The linking together by telephone or other electronic means of a sufficient number of the Committee members to constitute a quorum constitutes a Committee meeting. All of the provisions in these Rules relating to Committee meetings apply, so far as they can and with any necessary changes, to Committee meetings by telephone or other electronic means.
94. A Committee member who takes part in a Committee meeting by telephone or other electronic means is taken to be present in person at the meeting.
95. A Committee meeting by telephone or other electronic means is taken to be held at the place decided by the chairperson of the meeting, as long as at least one of the Committee members involved was at that place for the duration of the meeting.

FINANCE

96. The Council must cause proper accounting and other records to be kept and must prepare a financial report for each accounting period, under all applicable laws.
97. The Council will present a copy of the financial report for the Trust for the previous financial year at the Annual General Meeting next following the end of the financial year to which the financial report relates.

DECLARATIONS OF MATERIAL PERSONAL INTEREST

98. A Councillor or member of a Committee who has a material personal interest in a matter relating to, or being considered by, the Trust must:
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Council; and
 - (b) not be present while such matter is being considered at a Council or Committee meeting (as applicable) or participate in any decision making in relation to the disclosed interest.
99. Rule 98 does not apply in respect of a material person interest that:
 - (a) only arises because the Councillor or Committee member belongs to a class of persons for whose benefit the Trust is established; or
 - (b) the Councillor or Committee member has in common with all, or a substantial proportion of, the Members of the Trust.

NOTICES

100. A notice of a General Meeting must set out the nature of the business to be transacted at that General Meeting.
101. A notice may be given by the Trust to any Member by:
 - (a) delivering it to a Member personally or to their address stated in the Member's register;
 - (b) posting it by prepaid post to the Member's address stated in the Member's register; or
 - (c) if the Member has nominated an e-mail address, by e-mail.
102. A notice is taken as given by the Trust and received by a Member:
 - (a) if delivered, at the time of delivery;
 - (b) if posted, on the second business day after it was posted; and
 - (c) if sent electronically, on the next business day.

CHIEF EXECUTIVE OFFICER

103. The role of the Chief Executive Officer is to:

- (a) generally manage the affairs of the Trust under the direction of the Council and the terms and conditions of the Chief Executive Officer's contract of employment; and
- (b) appoint, employ or engage any person as a paid officer, employee or agent of the Trust.

104. The Chief Executive Officer may delegate such of his or her duties as is required to the deputy chief executive officer or such other senior administrative staff.

ALTERATION OF RULES

105. These Rules shall not be amended or repealed unless:

- (a) notice of the proposed amendment or repeal has been given to all Members under these Rules; and
- (b) the Members present and entitled to vote at that General Meeting approve the amendment or repeal.
