



**KOI SOCIETY OF WESTERN  
AUSTRALIA INCORPORATED  
CONSTITUTION**

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KOI SOCIETY OF WESTERN AUSTRALIA INC  
CONSTITUTION

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## 1 NAME

- 1.1 The Society shall be called the Koi Society of Western Australia Inc.” hereinafter called the KSWA or Society.

## 2 OBJECTS

The objects of the Society shall be:

- 2.1 To manage the Society’s activity through a structure of Executive and Branch Committees, through which the needs and wishes of Members shall be supported
- 2.2 To achieve through education and knowledge an awareness of the West Australian environment and work to ensuring the hobby of koi keeping has minimal impact on this environment
- 2.3 To educate and improve member’s knowledge in all aspects of koi keeping.
- 2.4 To seek to improve the quality of koi fish by selective breeding, improved methods of selection, improved feeding methods and overall husbandry.
- 2.5 To assist and support fellow koi hobbyists whenever possible
- 2.6 To advance and promote the keeping of koi fish within the West Australian populous.

## 3 POWERS OF THE SOCIETY

- 3.1 The Executive Committee of the Society and its Branch Committee’s shall have the power to purchase, take on lease or exchange, hire, or otherwise acquire any real estate or personal property or any rights or privileges which are deemed necessary or convenient to run its business.
- 3.2 The Executive Committee and Branch Committees shall have the power to sell, exchange, lease, mortgage, hire, dispose of or turn to account or otherwise deal with all or any part of the asset or personal property which is the responsibility of the Executive or Branch Committee.
- 3.3 The property and income of the Society shall be applied solely towards the promotion of the objectives or purposes of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly to members of the Society unless in good faith in the promotion of those objectives or purposes.
- 3.4 Any assets purchased by the Society, including those purchased by any Branch, will remain the property of the Society and their use shall be under the direction of the Executive Committee.

## 4 MEMBERSHIP

- 4.1 Any person may become a member on approval of application by Executive Committee or Branch Committee, by paying the subscription fees and accepting the constitution and bylaws of the Society. A person under the age of 16 years shall be eligible for junior membership but shall not be eligible to vote at meetings of the Society.

All memberships shall be in first and surname and shall be limited to the following categories:

- Family Membership. One or two adults living in the same household, plus their dependants & children under 16 also living in the same household.
- Junior Membership: for those under 16 years of age as at 1<sup>st</sup> April

- 4.2 Members with commercial interests shall not be allowed to utilise any Society function, news script, web site or the like to promote or advertise a commercial identity without expressed permission from the Executive. The Executive shall levy payment for any such promotion or advertisement.
- 4.3 The Executive Committee may from time to time at a committee meeting determine the amount of the subscription to be paid by each member.
- 4.4 Each member must pay annually on or before 1<sup>st</sup> May of each year, the amount of the subscription determined under sub-rule (3)
- 4.5 Any member shall lose all privileges of membership when their membership is more than two calendar months in arrears or the member is under suspension for misconduct.
- 4.6 Any member may resign by giving notice in writing to the relevant Branch Secretary. Each resignation shall take effect immediately.

## **5 HONORARY LIFE MEMBERSHIP**

- 5.1 The Executive Committee, at any major function, may elect any person to an Honorary Life Member in recognition of special services rendered to the study or breeding of koi fish or otherwise advancing the objects of the Society. Nominations are to be seconded and submitted in writing to the Executive Committee in the first instance.

## **6 REGISTER OF MEMBERS**

- 6.1 The Membership Officer shall keep a register of all members recording full name, address and contact details of each member, such a register to be available to the Executive Committee in hard copy and to members for viewing only at any Branch meeting; upon request.
- 6.2 The Membership Officer, Executive Committee members and Branch Committee members shall exercise prudent security procedure and shall not distribute copies, current or past of a membership register to any Society member or outside organization.

## **7 DISCIPLINING MEMBERS**

- 7.1 A Branch Committee through its Chairman shall make representation to the Executive Committee when of the opinion, that a member of the Society;
  - Has persistently refused or neglected to comply with a provision or provisions of the constitution or bylaws of the Society.
  - Is deemed to be acting detrimental to the objectives of the Society.
- 7.2 The Executive Committee may by resolution;
  - Expel the member from the Society.
  - Suspend the member from membership of the Society for a specific period.
- 7.3 The Executive Secretary will notify the member in writing not later than two weeks after the resolution has been passed and provide a copy to the Branch Secretary.

During the period of suspension the member shall not be allowed to engage in any Society activity.

## **8 EXECUTIVE COMMITTEE**

- 8.1 The management of the Society shall be vested in a Executive Committee, herein called the Executive Committee, comprising as a minimum: President, Vice President, Secretary, Treasurer, Membership

Officer and additional positions not less than one, to a maximum of five (as shall be determined at the Annual General Meeting at which the Executive Committee is elected).

- 8.2 All Perth CBD Branches will have at least two of their branch members on the Executive Committee.
- 8.3 The Executive Committee shall be nominated at the Annual General Meeting. Although the Annual General Meeting will take place annually, the election process for the Executive Committee will only take place every second year, so the term for members of the Executive Committee will be two years.

## **9 BRANCH COMMITTEES**

- 9.1 The management of Branches shall be vested in Branch Committees, which shall as a minimum comprise of: Chairman, Secretary, Treasurer and Membership Officer.
- 9.2 The Branch Committees shall be nominated at their relevant Branch meeting. Elections for Branch Committees shall take place annually. The month in which elections take place shall be determined by the Branch Chairman.
- 9.3 The Branch Chairman shall notify the members by newsletter that he/she is calling for the election of the Branch Committee at a preceding meeting

## **10 ELECTION OF EXECUTIVE COMMITTEE AND BRANCH COMMITTEE**

- 10.1 All Executive Committee members and Branch Committee members shall be financial members of the Society.
- 10.2 No member of the Society may hold any committee position if they hold a council or committee position with any other Koi association or body in Australia.
- 10.3 Candidates for all Committee positions shall have a nominee and be seconded by a member.
- 10.4 Candidates for elections who are unable to be present at the meeting where the election will take place may be nominated in writing. The nomination must be endorsed by two members and the nominee, and must be received by the Executive Secretary or Branch Secretary (whichever is applicable) prior to the opening of the relevant meeting.
- 10.5 Each Society member who is eligible to vote shall be entitled to exercise one vote on each nomination, either by attending the relevant meeting to vote in person or voting by proxy as per Section 11.
- 10.6 Voting shall be by a show of hands and count of all proxy votes, and the winner will be determined by simple majority. Any two members shall be entitled to demand a division. The Committee member who is chairing the election shall make a declaration on the result of each vote.

## **11 VOTING BY PROXY**

- 11.1 Members may vote by proxy for any Annual General Meeting, Branch Committee election, or Special Resolution.
- 11.2 Proxy votes shall be in writing and be received by the Executive Secretary or Branch Secretary (whichever is applicable) before the opening of the relevant meeting.

## **12 POWERS OF THE EXECUTIVE COMMITTEE**

- 12.1 The Executive Committee shall have the day-to-day control and management of the Society's affairs and finances. It shall be responsible to the general membership for overseeing the activities of all

Society Branches and shall endeavour to support and promote the activities of these Branches when deemed to be in the common interest of the Society's objectives.

12.2 The Executive Committee may form subcommittees to deal with particular aspects of its work. Such subcommittees shall be responsible to the Executive Committee. Each subcommittee shall include at least one member of the Executive Committee.

12.3 The Executive Committee shall be sole arbiter in dealing with the interpretation of the constitution, rules and bylaws of the society and any question arising which is not covered by the constitution. The Executive Committee's decision shall be binding and final on all members

### **13 DUTIES OF OFFICERS**

13.1 The duties and responsibilities of officers are shown in appendix A of this constitution.

### **14 CASUAL COMMITTEE VACANIES**

14.1 A casual vacancy occurs in the office of an Executive Committee or Branch Committee and that office becomes vacant of the Committee member:

- a) dies;
- b) resigns by notice in writing delivered to the President or Branch Chairman, and that resignation is accepted by resolution of the Committee;
- c) is convicted of an offence under the Act;
- d) is permanently incapacitated by mental or physical ill-health;
- e) is absent from more than –
  - (i) 3 consecutive Committee meetings; or
  - (ii) 3 Committee meetings in the same financial year without tendering an apology to the person presiding at each of those Committee meetings;of which meetings the member received notice, and the Committee has resolved to declare the office vacant;
- f) ceases to be a member of the Association; or
- g) is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a Committee member.

14.2 If a vacancy occurs on any committee, such a vacancy shall be filled by the Executive Committee or the Branch Committee, if necessary, without consultation of the membership. The member nominated for the vacancy shall have a two thirds majority of the Executive Committee.

### **15 COMMITTEE MEETINGS**

15.1 Executive Committee meetings shall be held at a date and duration determined by the Executive Committee. The timing of these meetings shall be at least bimonthly, and of such regularity as to ensure the business of the Society is being managed appropriately and within the expectations of Society members.

15.2 Branch Committee meetings are optional and shall be held at a date and duration determined by the Branch Committee. The timing of these meetings shall be at such regularity as to ensure the business of the Branch is being managed appropriately and within the expectations of Society members.



## **16 GENERAL MEETINGS**

- 16.1 All Branch meetings are considered to be General meetings.
- 16.2 Each branch's meetings shall generally be held monthly, unless otherwise determined by the Branch Chairman. Members will be notified by newsletter of the dates of Branch meetings at least 7 days in advance.

## **17 ANNUAL GENERAL MEETINGS & EXTRAORDINARY MEETINGS**

- 17.1 The President of the Society shall call an Annual General Meeting in July of each year, and this shall be held on rotation at any Branch premise within the Perth CBD area. Members will be notified by newsletter of the dates of Annual General Meetings at least 30 days in advance.
- 17.2 As per Section 8, the election process for the Executive Committee will only take place at every second Annual General Meeting, as the committee term is 2 years.
- 17.3 The order of business at the annual general meeting shall be:
- a) Consideration of the annual report and yearly statement of accounts.
  - b) The President shall make a statement on the general health of the Society, comment on the Society's performance against any set of goals set for the previous 12 months.
  - c) If the Executive Committee is due to be elected, elections will take place.
  - d) Such general business as is required to be dealt with by the Annual General Meeting
- 17.4 Extraordinary Meetings may be convened at any time by the Executive Committee or at the written request of any 10 financial members. In the latter circumstance, the Extraordinary Meeting shall be held within one calendar month of the Executive Secretary receiving the written request.
- 17.5 Members will be notified in writing of the dates of any Extraordinary Meetings at least 7 days in advance. The notice shall state the purpose for which the meeting is called. The notice shall be read at the start of the Extraordinary meeting and only that business shall be dealt with.

## **18 QUORUMS**

- 18.1 The quorum for Executive and Branch committee and subcommittee meetings shall be the whole number next above fifty percent of its members
- 18.2 The quorum for all Perth CBD Branch meetings shall be ten people.
- 18.3 The quorum for all other Branch meetings shall be five people.

## **19 FINANCE**

- 19.1 There shall be maintained adequate books of account for both Executive Committee business and Branch business and these books shall be externally audited on an annual basis with a written report forwarded to the Executive Treasurer and discussed at the appropriate Executive and Branch meetings.
- 19.2 Payments made on behalf of the Society and or Branches shall only be on the authority of cheques signed by any two of the following positions: President, Vice President, Secretary or Treasurer and for Branches, any two of the following: Chairman, Secretary and Treasurer
- 19.3 There shall be prepared a monthly financial statement for inclusion in the newsletter, or at other times as directed by the Executive Committee.
- 19.4 There shall be a financial report prepared by a certified external financial authority, available for presentation to each Annual General Meeting. This auditor shall not be a member of any Executive or Branch Committee.
- 19.5 The Society's financial year shall end on 30th April in each year.
- 19.6 The Society shall be a non profit making organisation.

## **20 INCOME, PROPERTY AND REMUNERATION**

- 20.1 The income and property of the Society whence so ever derived shall be applied solely towards the protection of its objects as set forth herein and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise.
- 20.2 The Executive Committee may from time to time dispose of unwanted or out of date assets. These assets shall in the first instance be offered at Branch meetings or through the Newsletter to members on a best financial offer basis.
- 20.3 The Executive Committee may if necessary approve remuneration to any member who has incurred expense when engaged exclusively in Society business. This shall exclude such expenses which are common to a volunteer role such as, phone calls, computer consumables, car fuel for meetings and ad hoc irregular business expenses incurred in hosting judges and dignitaries.
- 20.4 However, the Executive may at its discretion provide financial support for any activity where a member has been specifically asked to perform a duty for the Society and incurs expenses as a result of this duty. In any such case such payment shall be approved by the Executive Committee prior to the duties being undertaken. These sums shall be discussed and reviewed at Executive Meetings and be recorded as individual sums in the financial records against the member's name who has received the payment.

## **21 PATRON**

- 21.1 At the wish of the annual general meeting, a patron and vice patron(s) may be elected.

## **22 COMMON SEAL OF ASSOCIATION**

- 22.1 The Association must have a common seal on which its corporate name appears in legible characters.

22.2 The common seal of the Association must not be used without the express authority of the Committee and every use of that common seal must be recorded.

22.3 The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.

22.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

## **23 STANDING ORDERS AND RULES OF DEBATE**

22.1 The standing orders and rules of debate to be observed at Annual General Meetings, Extraordinary Meetings and Branch meetings are tabled in appendix 'B'

## **24 AMENDMENTS TO CONSTITUTION**

24.1 Notice of motion to amend the Society's Constitution shall be in writing and received by the Executive Secretary.

24.2 Amendments to the Society's Constitution must pass a Special Resolution, which shall be voted on at a specified general meeting (either a Branch meeting within the Perth CBD or the Annual General Meeting).

24.3 The Special Resolution shall require a three-fourths majority of members present at the meeting and entitled to vote.

24.4 Votes by proxy are permitted as per Section 11.

24.5 Members shall be notified at least four weeks in advance of the content of the amendment and the date of the meeting where the Special Resolution will be put forward.

## **25 AMENDMENTS OF BYLAWS**

25.1 The Executive Committee may from time to time commission bylaws or change bylaws for the management of the Society and its activities providing such bylaws or changes do not conflict with the Constitution.

25.2 All such bylaws will be agreed and passed by a two thirds majority vote of the Executive Committee, signed by the standing President and communicated at Branch level by Branch Chairpersons

25.3 All Bylaws will apply equally to all aspects of Society activity.

25.4 All Bylaws will be posted on the Society's Web Site

## **26 DISSOLUTION**

- 26.1 A special general meeting called for the purpose may, by a three quarters majority vote of the members' present and eligible vote, resolve to dissolve the Society. The Society shall then be deemed to be dissolved.
- 26.2 If on winding up or dissolution of the Society there remains, after satisfaction of all its debts and liabilities, such property shall be donated to one or more Societies of similar interest.

## **APPENDIX 'A', DUTIES OF OFFICERS**

### **EXECUTIVE COMMITTEE**

#### **The President;**

Shall ensure that the Society's management and business is conducted within the terms, direction and spirit of the written Constitution of the Society

Shall, annually set specific goals and strategic direction for the Society and take a leadership role in achieving these goals

Shall take the chair at all Annual General Meetings, Executive Committee Meetings and Special General Meetings..

Shall jointly with the secretary be responsible for the preparation of the agenda for such meetings

Shall sum up arguments, for and against any subject under consideration and do this without bias.

Shall be responsible for the issue of all statements for publication regarding Society business, but generally only after approval of the committee.

#### **The Vice-President;**

Shall act for the President in all duties when the President is unable due to absence, or otherwise, to perform those duties.

At each Annual General Meeting the Vice-President shall take the chair for the purpose of receiving the nominations for and the election of the President and Executive Committee for the ensuing year.

#### **The Executive Secretary;**

Shall deal with all correspondence both incoming and out going, tabling details of the same at each Executive meeting.

Shall record the minutes of each Executive meeting and present them to members.

Shall jointly with the President be responsible for the preparation of the agenda for each meeting.

Shall keep a record of all correspondence and executive minutes and ensure all correspondence of value is handed onto the incoming elected Secretary.

Shall keep a copy and record of all Society By Laws.

#### **The Executive Treasurer;**

Shall be responsible for all financial transactions of the Society's Executive Committee.

Shall maintain adequate books of account and shall maintain an overview of financials at each Branch of the Society.

Shall ensure receipts for all monies received/paid out of the Society and issue all invoices/statements of account as required to debtors to the Society.

Shall prepare monthly statements, including Branch bank balances, for inclusion in the newsletter, or at such other times as required by the Executive Committee.

Shall gather and ready all executive and branch accounts on an annual basis, provide these records to an external financial auditor and assist this auditor as required in the annual auditing of accounts.

Ensure Branch Treasurers and Branch Membership Officers are aware of and follow financial procedures.

#### **The Executive Membership Officer;**

Shall be responsible for maintaining a list of all Society member details.

Shall through this process be able to identify life members, various branch memberships and memberships which have not been renewed.

Shall be able to account for all Membership fees received and redirected these fees to the Executive Treasurer

Shall provide information to the Executive Committee on membership numbers and trends.

### **The Executive Sales Table person;**

Shall have custody of all goods required to support members through the sales table and make such goods available at all branch meeting nights and any other function as agreed with Executive Committee.

Shall ensure Sales Table finances are up to date and able to be audited on an annual basis by the Society's nominated financial auditor and in time for tabling at the AGM.

Finances of the Sales Table shall be tabled quarterly through the Treasurer to the Executive Committee level.

The Sales Table person shall maintain records which support all sales table commercial dealings.

All accounts supporting the purchase of goods for the sales table shall be in the name of the Society.

The Sales Table person shall have the autonomy to buy and sell commodities at best prices as they see fit.

Each Branch may elect a Sales Table Person but his person shall be bound by these constitutional terms and will take direction and purchase all goods through the Executive Sales Table Person.

### **BRANCH COMMITTEES**

#### **The Branch Chairperson;**

Shall ensure the management of Branch business is conducted within the spirit and written Constitution of the Society.

Shall ensure that Branch business and activity is managed in a way that will complement the Society's objectives

Shall ensure that Branch activity such as shows, auctions, pond tours etc. shall not clash or interfere with other Society business.

#### **The Branch Secretary;**

Shall deal with all Branch correspondence

Shall liaise and communicate with the Executive Secretary on issues which are common to both Society and Branch business.

Shall provide input to the Society Newsletter on Branch business

Shall where necessary record and keep record of branch activity at the direction of the branch chairperson

The assistant Secretary shall assist the Executive Secretary in their duties as required.

#### **The Branch Treasurer;**

Shall be responsible for all financial transactions of their branch.

Shall maintain adequate books of account and shall maintain an auditable trail of branch financial activity

Shall issue/receive receipts for all monies received/paid out of the Branch and issue all invoices/statements of account as required.

Shall provide a monthly balance to the Executive Treasurer for inclusion in the newsletter, and at other times as required by the Executive Treasurer.

Shall prepare branch financial statements annually, and deliver them to the Executive Treasurer prior to the Society books being audited for the Annual General Meeting

#### **The Branch Membership Officer;**

Shall process new members at Branch level

Shall accept forms and payments at their Branch for all transactions which are processed by the Executive Committee, including but not limited to Society memberships, ZNA memberships, and all Annual Show payments.

Shall receipt for the above payments, deposit these payments into the main Society account and forward all transactions details to the Executive Membership Officer and Executive Treasurer

Shall assist the Executive Membership Officer as required.

**APPENDIX 'B' ANNUAL GENERAL MEETING and EXTRAORDINARY MEETING; RULES OF DEBATE**

Any motion which changes the Constitution shall adhere to the process as described in: AMENDMENT TO THE CONSTITUTION.

The following rules of debate shall be observed for the above meetings;

The Chairman shall request two members to talk on behalf of the motion and if there is decent, two members shall be allowed to talk against the motion. A counter or modified motion may be offered by the speakers against

Meeting members will be asked to vote on the motion as it stands if there is clear support for the original motion.

If defeated by vote, a counter motion or modified motion may be advised to the Chair. Two members for and two members against this motion shall be allowed to speak and a further vote taken.

This process will continue until a motion is agreed by three-quarters of the vote.