

CONSTITUTION OF
JAPANESE ANIMATION
FANS OF
WESTERN AUSTRALIA
(INCORPORATED)

August 2018

TABLE OF CONTENTS

TABLE OF CONTENTS	1
PREAMBLE	2
CONSTITUTION	2
1. NAME OF THE ORGANISATION	2
2. INTERPRETATION.....	2
3. OBJECTIVES OF JAFWA.....	4
4. POWERS OF THE JAFWA NECESSARY TO ACHIEVE THE OBJECTIVES	4
5. NON-PROFIT CLAUSE	6
6. DISSOLUTION	6
7. WINDING UP CLAUSE	6
8. ORIGINAL MEMBERSHIP	6
9. CLASSES OF MEMBERSHIP.....	7
10. QUALIFICATIONS OF MEMBERSHIP	7
11. NOMINATION OF HONORARY LIFE MEMBERS.....	8
12. REMOVAL FROM THE REGISTER OF MEMBERS OR (TO OF) JAFWA.....	8
13. RIGHTS AND OBLIGATIONS OF (INCLUDING FEES PAYABLE BY) MEMBERS	10
14. ELECTION AND MEMBERSHIP OF THE BOARD OF JAFWA INCORPORATED.....	11
15. THE PRESIDENT.....	12
16. THE VICE-PRESIDENT	12
17. THE SECRETARY.....	13
18. THE TREASURER.....	13
19. CONSTITUTION OF THE BOARD OF THE JAFWA INCORPORATED	14
20. PROCEEDINGS AND POWERS OF THE BOARD OF THE JAFWA INCORPORATED.....	16
21. REMOVAL OF ANY MEMBER OF THE BOARD OF JAFWA INCORPORATED.....	18
22. ANNUAL GENERAL MEETING.....	19
23. SPECIAL GENERAL MEETING - ELECTIONS.....	20
24. BUSINESS OF A GENERAL MEETING	20
25. NOTICE OF GENERAL MEETINGS.....	21
26. PRESIDENT TO PRESIDE AT GENERAL MEETINGS	21
27. ADJOURNMENT OF GENERAL MEETINGS.....	21
28. DETERMINATION OF QUESTIONS AT GENERAL MEETINGS	22
29. VOTES.....	22
30. SPECIAL GENERAL MEETINGS	22
31. QUORUM FOR A GENERAL MEETINGS.....	23
32. MANAGEMENT OF PROPERTY AND INCOME OF JAFWA	23
33. AUDITOR	24
34. PROCEDURE FOR THE AUDIT OF ACCOUNTS	24
35. PROCEDURE FOR ALTERATION OF THE CONSTITUTION	25
36. PROCEDURE FOR ALTERATION OF THE BY-LAWS	25
37. COMMON SEAL	26
38. INSPECTION OF BOOKS AND DOCUMENTS BY MEMBERS.....	26
39. DISPUTES AND MEDIATION	26

PREAMBLE

The Japanese Animation Fans of WA (JAFWA) are a non-profit organisation of like-minded people who come together to watch Japanese animation (preferably in the original Japanese language with English sub-titles) on a semi-regular basis. We screen material that belongs to individual members. JAFWA supports subtitling by fans of original Japanese Animation. We like to encourage other people to come along.

CONSTITUTION

1. Name of the organisation

1.1. The full name of the organisation shall be the “Japanese Animation Fans of Western Australia Incorporated”;

1.2. The short name of the organisation shall be “JAFWA”.

2. Interpretation

2.1. In these Rules unless the contrary intention appears -

2.1.1. "Absolute Majority" means three quarters of the Voting Members present plus one;

2.1.2. "Act" means the acts detailed in the By-law section headed "The Act";

2.1.3. "Any Acts" means the acts as detailed in the By-law section headed "Any Acts";

2.1.4. "Board" means that group as detailed in the section headed "Constitution of the Board of JAFWA Incorporated";

2.1.5. "Chairperson" means the member of the Board presiding at the meeting;

2.1.6. "The Committee" means those members of JAFWA who hold office in the Board of JAFWA, i.e. the governing committee;

2.1.7. "Motion (or amendment) before the Chairperson" means the motion (or amendment) under active discussion;

2.1.8. "Ordinary Member" means the active Ordinary Member unless specifically stated;

2.1.9. "Recognised" means recognised by the Board of JAFWA;

- 2.1.10. "Register" means a list kept by the secretary with details which are required for the smooth implementation of the objectives of JAFWA;
- 2.1.11. "Rules" means the Constitution of JAFWA incorporated including the by-laws;
- 2.1.12. "Simple Majority" means half of the Voting Members present plus one; and
- 2.1.13. "Voting Member" means Ordinary, Committee or Honorary Life Member unless specifically stated.
- 2.1.14. "Regularly scheduled anime screening" means a screening of anime published to all Voting Members by distribution of programmes and with entry permitted to any member paying the fee specified by the Board
- 2.2. Reference to any statute in these Rules includes a reference to the statute as amended, modified or replaced and includes orders, ordinances, regulations, rules and by-laws made under or pursuant to that statute.
- 2.2.1. Reference to a party includes a reference to its personal representatives, successors and assigns;
- 2.2.2. Words importing the singular number include the plural number;
- 2.2.3. Words importing the plural number include the singular number;
- 2.2.4. Words importing any gender include every gender;
- 2.2.5. Where a word or phrase is given a particular meaning in these Rules, other parts of speech and grammatical forms of that word or phrase have corresponding meanings;
- 2.2.6. Words importing persons include natural persons, partnerships, trusts and corporations;
- 2.2.7. Part, clause and section headings do not affect the interpretation or construction of these Rules;
- 2.2.8. Reference to recitals, Parts, clauses, paragraphs or sections by letter, number or name are references to recitals, Parts, clauses, paragraphs or sections in these Rules; and
- 2.2.9. References to Schedules or By-Laws are references to Schedules or By-Laws contained in these Rules.

3. Objectives of JAFWA

3.1. The objectives of JAFWA are:

- 3.1.1. To promote an interest in the arts, culture and language of Japan by sponsoring, promoting and organising the provision of regular screenings of quality Japanese animation (hereafter known as Anime) in the original Japanese dialogue (with, in as many cases as possible, English subtitles to assist the comprehension of non-Japanese language proficient members).
- 3.1.2. To promote and foster an interest and appreciation in Anime and its printed form (hereafter referred to as manga) within the membership and the general public at large.
- 3.1.3. To promote access and provide assistance and service to members who wish to expand their cultural interest and knowledge of Japan by means of Anime and manga.
- 3.1.4. To promote and assist in the provision of facilities for the objectives of JAFWA.
- 3.1.5. To communicate with other organisations, groups or individuals who share some or all of the objectives of JAFWA.
- 3.1.6. To cooperate with other organisations, groups or individuals with similar aims.
- 3.1.7. To operate JAFWA on a non-profit basis to achieve the other objectives of JAFWA.

4. Powers of the JAFWA necessary to achieve the Objectives

4.1. JAFWA shall have and may from time to time exercise the following powers:

- 4.1.1. To pay all costs, charges and expenses of every nature properly incurred from time to time of and incidental to the establishment and conduct of JAFWA and the carrying into effect of its objectives.
- 4.1.2. To receive from any person who may desire at any time to further the objectives of JAFWA, gifts or property of any nature whatsoever whether real or personal, movable or immovable and wheresoever situated and to receive moneys and property from any other source including sales of tickets, memberships and other rights to participate in events and functions and to hold and employ all money and property so received and in the unfettered discretion of the Board to sell, call and convert into money all or any such property or so much thereof as does not

consist of money and to invest the monies produced by such sale, calling in and conversion and any ready money in such investments as the Board thinks fit.

- 4.1.3. To invest and deal with monies of JAFWA not immediately required in such manner, with such persons and upon such terms as to repayment or security and whether or not on deposit or in securities or other investments as may be from time to time determined by the Board.
- 4.1.4. To purchase, take on lease, build or otherwise acquire and maintain, improve or alter any buildings or other real property or any personal property for the purpose of JAFWA.
- 4.1.5. To sell, exchange, lease, mortgage, charge, hire, dispose of or turn to account or otherwise deal with all or any part of the real or personal property of JAFWA.
- 4.1.6. To borrow or raise or secure the payment of money in such a manner as the Board thinks fit including the issuing of debentures or debenture stock perpetual or otherwise either unsecured or secured upon all or any of JAFWA's property both present and future and to redeem, pay off, discharge, substitute or compromise any such securities.
- 4.1.7. To appoint, employ and pay officers, employees, servants of, and contractors and consultants to, JAFWA upon such terms as the Board from time to time in its discretion thinks fit and from time to time to suspend or dismiss the same.
- 4.1.8. To enter into negotiations and contracts and rescind and vary contracts and execute and do all such acts, deeds and things in the name and on behalf of JAFWA as the Board may consider expedient for or in relation to any of the matters referred to in this Clause 4 or otherwise for or incidental to the carrying on of the ordinary business of JAFWA.
- 4.1.9. To have and exercise all powers conferred under the Act it being intended that the provisions of these Rules shall be considered as an amplification conferred upon such Associations and not in substitution thereof.
- 4.1.10. To exercise all the rights and powers of a natural person of full age and competency and all rights and powers conferred on JAFWA by any statutes or rule of law and to do all such things as are in the opinion of the Board incidental or conducive to the attainment of any or all of the objectives of JAFWA.
- 4.1.11. To run specific events to raise money for Registered Charities.

- 4.2. Provided that nothing herein contained or implied shall authorise or infer any authority to depart in any respect from the strict purposes herein before expressed.

5. Non-Profit Clause

- 5.1. The income and property of JAFWA, however derived, shall be applied solely towards the promotion of the objectives and purposes of JAFWA and no portion thereof shall be paid or transferred, directly or indirectly, by dividend, bonus or otherwise by way of pecuniary profit to any member of JAFWA. Provided that the remuneration may be paid in good faith to officers and employees of and contractors to or of JAFWA, or other persons in return for services rendered or material supplied to JAFWA.

6. Dissolution

- 6.1. JAFWA may be dissolved or wound up by a special resolution passed by an absolute majority at a special general meeting called for such a purpose.

7. Winding up Clause

- 7.1. If upon the dissolution or winding up of JAFWA incorporated there remains, after satisfaction of all its debts and liabilities, any property whatsoever, the same shall not be paid to, transferred or distributed amongst the members of JAFWA incorporated. It shall be given to some other incorporated body having objectives similar wholly or in part to the objectives of JAFWA, provided that the incorporated body shall prohibit the distribution of its income and property among its members, or it shall be paid to or transferred to some charitable incorporated body which shall be determined by the members of JAFWA incorporated at or before the time of dissolution or winding up. In default of any such resolution such payment, transfer or distribution shall be determined by a Judge of the District Court.

8. Original Membership

- 8.1. For the purpose of and until incorporation of JAFWA
 - 8.1.1. The original members of JAFWA shall consist of those members named in the section of the By-Laws entitled "Original Membership of JAFWA incorporated";
 - 8.1.2. Those members listed as holding office in the section of the By-Laws entitled "Original Membership of The Board of JAFWA incorporated" shall be considered the original Board of

JAFWA and shall each of them respectively hold office until the first Special General Meeting - Elections;

8.2. Immediately after the incorporation of JAFWA under the provisions of the Act, members of JAFWA shall be:

8.2.1. The Original Membership of JAFWA Incorporated; and

8.2.2. Any other person or organisation who subsequently applies for membership and meets the qualifications of Clause 10.

9. Classes of Membership

9.1. There shall be six classes of membership:

9.1.1. Ordinary Member

9.1.2. Associate Member

9.1.3. Honorary Life Member

9.1.4. Guest Member

9.1.5. Corporate Member

9.1.6. Supporting Member

10. Qualifications of Membership

10.1. All members, except as specified below, shall:

10.1.1. Share the objectives of JAFWA; and

10.1.2. Sign the membership form as agreed;

10.2. Ordinary Members shall be persons who:

10.2.1. Have paid the full membership fee for the specified time period and are otherwise of good standing.

10.3. Committee Members shall be persons who:

10.3.1. Are Ordinary Members of good standing and have accepted the position and responsibility of performing some regular ancillary task to promote the well running of JAFWA (including that of Board Member of JAFWA).

10.4. Associate Members shall be persons who:

10.4.1. Have current membership in a club or organisation which is a Corporate Member of JAFWA;

10.4.2. Are not required to sign the membership form;

10.5. Honorary Life Members shall be persons who:

10.5.1. Have been duly nominated in accordance with the constitution section headed "Nomination of Honorary Life Members".

10.5.2. A list of the Honorary Life Members shall be maintained in the By-Laws.

10.6. Guest Members shall be persons who:

10.6.1. do not oppose the objectives of JAFWA and will attend a screening session and enter their names in the register of Guest Members.

10.6.2. Are not required to sign the membership form;

10.7. Corporate Members shall be clubs or organisations which:

10.7.1. Are formally recognised by the Board of JAFWA as being closely allied with the objectives of JAFWA; and

10.7.2. Which have paid the full membership fee for the specified time period and are otherwise of good standing;

10.7.3. A list of Corporate Members of JAFWA shall be maintained in the By-Laws;

10.8. The formal recognition by the Board of a Corporate Member shall stand in lieu of clause 10.1

10.9. Supporting Members shall be persons who:

10.9.1. Have paid the full supporting membership fee for the specified time period and are otherwise of good standing;

11. Nomination of Honorary Life Members

11.1. A motion passed by an absolute majority at a general meeting shall be all the nomination required for a person to be invited to become an Honorary Life Member.

11.2. Only persons designated by a member of the Board of JAFWA shall be considered for nomination as an Honorary Life Member.

12. Removal from the Register of Members or (to of) JAFWA

12.1. Subject to the provisions of this rule a member or guest may be expelled from JAFWA by resolution of a special general meeting

where it appears that their conduct has been detrimental to the objectives of JAFWA.

12.2. Detrimental conduct shall include but not be limited to conduct which has:

12.2.1. Exposed JAFWA to civil or criminal liability;

12.2.2. Exposed JAFWA to public ridicule or contempt or otherwise prejudiced the conduct of its activities or the satisfaction of its objectives;

12.2.3. Been fraudulent in their dealings with the property of JAFWA;

12.2.4. At a special general meeting convened for the purpose of this rule:

12.2.5. No business other than the question of expulsion shall be transacted.

12.2.6. The agenda of the meeting shall include a summary of the alleged grounds for expulsion.

12.2.7. Only those members or guests as detailed in the agenda of this special meeting shall be considered for expulsion.

12.2.8. Evidence of the conduct of the member which is alleged to have been detrimental to the objectives of JAFWA may be placed before the meeting.

12.2.9. The member shall be heard in their own defence and may present evidence and call persons to testify (whether members of JAFWA or otherwise) on their behalf.

12.2.10. The members shall vote by secret ballot on the question of whether or not the member should be expelled and if an absolute majority so decide the member shall be expelled and their name removed from all registers of JAFWA and they may not be re-admitted as a member of JAFWA for a length of time to be determined by the Board.

12.2.11. Should a member who is being considered for expulsion not be present at the special general meeting then notice shall forthwith be given for another special general meeting and that meeting shall proceed whether the member is present or not. At that meeting any person may speak in defence of the member being considered for expulsion and shall be able to call persons to testify (whether members of JAFWA or otherwise) or submit evidence.

12.2.12. Should a guest who is being considered for expulsion not be present at the special general meeting then that meeting shall proceed whether the guest is present or not. At that meeting any person may speak in defense of the guest being considered for expulsion and shall be able to call persons to testify (whether members of JAFWA or otherwise) or submit evidence.

12.2.12. (Now 12.2.13) Should a member or guest being considered for expulsion not be present the remainder of the business of the meeting will continue.

12.3. A member may be marked as non-active on the register of members if they:

12.3.1. Fail to pay all fees and arrears twenty one days after the Secretary has forwarded to them notice that they are in arrears.

12.3.2. Ask that they be so marked.

12.3.3. A member who is non-active shall be treated as if they are not a member of JAFWA and will be considered a guest of JAFWA if they do attend JAFWA screenings and events.

13. Rights and Obligations of (including fees payable by) members

13.1. All members shall:

13.1.1. Have paid all fees as detailed in the by-law Section headed "Schedule of Fees" to the treasurer or any other such person as laid out in these rules.

13.1.2. Have paid all arrears to the treasurer or any other such person as laid out in these rules which they have accumulated with JAFWA.

13.1.3. Pay the proscribed fee for attending a specific screening.

13.2. Committee Members shall be eligible for election to the board provided that the member has held Ordinary or Committee Membership for the six months prior to the election;

13.3. Ordinary Members shall be eligible for election to the board provided that the member has held Ordinary Membership for the six months prior to the election;

13.4. Honorary Life Members shall have the rights of Ordinary Members;

13.5. Only Voting Members may vote in any manner at any meeting.

13.6. All Voting Members, any member who is the subject of a meeting and any member so invited and recognised by any member of the Board shall be entitled:

13.6.1. To attend general meetings of JAFWA and speak on any matter.

13.6.2. To receive all notifications of general meetings.

13.6.3. To attend and participate in Events, etc. on payment of prescribed fees.

13.6.4. These rules bind every member and JAFWA to the same extent as if every member and JAFWA had signed and sealed these rules and agreed to be bound by all their provisions.

14. Election and Membership of the Board of JAFWA Incorporated

14.1. The Board shall consist of the following elected members:

14.1.1. The President;

14.1.2. The Vice-President;

14.1.3. The Secretary;

14.1.4. The Treasurer; and

14.1.5. Ordinary Members of JAFWA as allowed for in the by-law Section headed "Additional Members of the Board"

14.2. The election of Members of the Board of JAFWA Incorporated shall be performed as laid down in the Standing Orders entitled "Method of Election of the Board of JAFWA".

14.3. The Members of the Board so elected will take office on the closing of the first formal Board Meeting after the Special General Meeting - Elections at which they are elected.

14.4. The Members of the Board so elected shall from among their own members determine who shall be:

14.4.1. The President;

14.4.2. The Vice-President;

14.4.3. The Secretary;

14.4.4. The Treasurer;

14.5. The Members of the Board so elected may, by resolution,:

- 14.5.1. Change any Ordinary Membership to a Committee Membership;
- 14.5.2. Change any Committee Membership to an Ordinary Membership;
- 14.5.3. Appoint any Committee Member to the Board; or
- 14.5.4. Remove any Committee Member from the Board;
- 14.6. Any Committee Member so appointed to the Board has the same rights and responsibilities as an elected member for the duration of their appointment;
- 14.7. Casual vacancies in the Board shall be filled by:
 - 14.7.1. Resolution of the Board if there is less than six months till the next scheduled Special General Meeting – Elections; or
 - 14.7.2. Holding a Special General Meeting – Elections to fill the vacancy if there is at least six months till the next scheduled Special General Meeting – Elections.
- 14.8. All Members of the Board must be an Ordinary or Committee Member of good standing and a resident of Western Australia during the term of their office.
- 14.9. Should a Member of the Board cease to meet the conditions of clause 14.8, that Member immediately ceases to be a Member of the Board of JAFWA.

15. The President

- 15.1. The President shall be the official voice of JAFWA.
- 15.2. The President shall perform such other duties as are imposed by these rules on the Chairperson.
- 15.3. The President shall perform such other duties as may be determined by the Board.
- 15.4. In order to maintain Japanese Cultural links, the President may also be known by adding the honorific "-kachou" to the President's given name.

16. The Vice-President

- 16.1. In the absence of the President, the Vice President shall perform such other duties as may be determined by the Board.

16.2. In the event of the unexpected demise or protracted absence of the President from the membership of JAFWA, the Vice-President immediately assumes the position of President, until such time as the Board elects another Board Member to the position of President.

17. The Secretary

17.1. The Secretary shall deal with all correspondence received by JAFWA.

17.2. The Secretary shall keep minutes of all general meetings of JAFWA and any meetings of the Board.

17.3. The Secretary shall give the required notice for all general meetings to members and in such methods as specified in these Rules.

17.4. The Secretary shall on behalf of JAFWA keep and maintain the register of members and the register shall be so kept and maintained as directed in these Rules.

17.5. The Secretary shall cause the name of a person who dies or ceases to be a member as detailed in the Constitution section headed "Removal from Register of Members" to be deleted from the register of members.

17.6. The Secretary shall comply on behalf of JAFWA with section 28 of the Act in respect of the Rules of JAFWA.

17.7. The Secretary shall comply on behalf of JAFWA with section 29 of the Act in respect of the record of office holders, and any trustees, of JAFWA.

17.8. The Secretary shall have custody of all books, documents, records and registers of JAFWA, including those detailed in the Constitution section headed "The Secretary", other than those required to be kept and maintained by, or in the custody of, the Treasurer as detailed in the Constitution section headed "The Treasurer".

17.9. The Secretary shall perform such other duties as are imposed by these rules on the Secretary.

17.10. The Secretary shall perform such other duties as may be determined by the Board.

18. The Treasurer

18.1. The Treasurer shall be responsible for the receipt of all monies paid to or received by, or by them on behalf of, JAFWA, and shall issue receipts for those monies in the name of JAFWA.

- 18.2. The Treasurer shall pay all monies referred to in the Constitution section headed "The Treasurer" into such account or accounts of JAFWA may from time to time direct.
- 18.3. The Treasurer shall make payments from the funds of JAFWA with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed in accordance with these Rules.
- 18.4. The Treasurer shall comply on behalf of JAFWA with sections 25 and 26 of the Act in respect of the accounting records of JAFWA.
- 18.5. The Treasurer shall whenever directed to do so by the Chairperson, submit to the Board a report, balance sheet or financial statement in accordance with that direction.
- 18.6. The Treasurer shall have custody of all securities, books and documents of a financial nature and accounting records of JAFWA, including those referred to in the paragraphs in the Constitution section headed "The Treasurer".
- 18.7. The Treasurer will audit the books of the Committees on an annual basis. All financial records should be kept and made available for this audit. This organisation also reserves the right to have the books of any committee independently audited.
- 18.8. The Treasurer shall be the Public Officer of The JAFWA Incorporated.
- 18.8.1. To ensure, as far as possible, that JAFWA complies with the provisions of any Acts.
- 18.8.2. To perform those duties required of a Public Officer by any Acts.
- 18.9. The Treasurer shall perform such other duties as are imposed by these Rules on the Treasurer.
- 18.10. The Treasurer shall perform such other duties as may be determined by the Board.
- 18.11. The Treasurer may delegate to any individual or organisation the ability to receive monies on official receipts on the behalf of JAFWA. They shall have temporary custody of the receipt books and return them on demand

19. Constitution of the Board of The JAFWA Incorporated

- 19.1. No member of the Board shall disqualified by their office as a Board member from:

- 19.1.1. Holding any office or employment (except that of Auditor) in JAFWA in conjunction with the office of Member of the Board and any such other office or place of profit may be on such terms as to remuneration and otherwise as the Board Members or JAFWA in general meeting may determine.
 - 19.1.2. Becoming a director or other officer of or otherwise interested in any corporation promoted by JAFWA or in which JAFWA may be interested as a shareholder or which is a Member of JAFWA or otherwise and no such Board Member shall be accountable to JAFWA for any remuneration or other benefit received by them as a director or officer of or from their interest in such corporation.
 - 19.1.3. Contracting with JAFWA either as vendor, purchaser or otherwise nor shall any such contract or any contract or arrangement entered into by or on behalf of JAFWA in which any Board Member shall in any way directly or indirectly interested be avoided nor shall any Board Member be liable to account to JAFWA for any profit arising from any such office or place of profit or realised by any such contract or arrangement by reason only of such Board Member holding that office or of the fiduciary relations thereby established.
- 19.2. A Board Member who is in any way, directly or indirectly, interested in a contract or proposed contract with JAFWA shall declare their interest at the first Board meeting after becoming aware of such interest.
- 19.3. A Board Member shall not vote in respect of any contract or arrangement or proposed contract or arrangement in which they have directly or indirectly a material interest and if they vote in respect thereof their vote shall not be counted, but this prohibition shall not apply to and a Board Member may vote on any resolution relating to;
- 19.4. A Board Member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act will comply with that section.
- 19.5. Any arrangement for giving any Board Member any security or indemnity in respect of money lent by them to or obligations undertaken by them for the benefit of JAFWA.
- 19.6. Any arrangement for the giving of JAFWA of any security to a third party in respect of a debt or obligation of JAFWA for which the Board Member herself has assumed responsibility in whole or in part under a guarantee or indemnity or by the deposit of a security.
- 19.7. But this prohibition may at any time be suspended or relaxed to any extent and either generally or in respect of any particular contract, arrangement or transaction by ordinary resolution of JAFWA.

19.8. A Board Member may be counted in the quorum present at any meeting at which any contract in which they may be interested as aforesaid is proposed or entered into.

19.9. The Board may exercise the voting power conferred by the shares or other interest in any other corporation held or owned by JAFWA or exercisable by them as directors of such other corporation in such manner in all respects as they think fit (including the exercise thereof in favour of any resolution appointing themselves or any of them as directors or other officers of such corporation), and any Board Member may vote in favour aforesaid, notwithstanding that they may be, or be about to be, appointed a director or other such officer of said corporation and as such is or may become interested in the exercise of such voting rights in the manner aforesaid.

19.10. No Board Member shall be liable for any loss not attributable:

19.10.1. To their own dishonesty.

19.10.2. To the wilful commission by them of an act known to them to be a breach of trust or to be a breach of their powers as a Board Member pursuant to these Rules.

19.11. Every Board Member shall be entitled to the same relief from liability for breach of trust or otherwise as may for the time being be enjoyed by trustees under any law or statute for the time being in force in Western Australia.

20. Proceedings and Powers of the Board of The JAFWA Incorporated

20.1. The affairs of JAFWA shall be managed by the board as constituted under the constitution section headed "Proceedings and Powers of the Board of The JAFWA Incorporated".

20.2. The Board shall meet together for the dispatch of business from time to time.

20.3. The President may at any time convene a meeting of the Board.

20.4. Each Board Member, except the person presiding as Chairperson, has a deliberative vote.

20.5. A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote.

20.6. At a Board meeting, one half of the total Board Members (round down) plus one Board members constitute a quorum.

- 20.7. Subject to these rules, the procedure and order of business to be followed at a Board meeting shall be determined by the Board members present at the Board meeting.
- 20.8. A resolution in writing signed by all the Board members shall be as valid and effectual as if it had been passed at a meeting of the Board duly convened and constituted. Every such written resolution shall be placed in the Minute Book of the Board.
- 20.9. The Board may, subject to these Rules, exercise all powers and functions as may be exercised by JAFWA except those powers and functions required by these Rules to be exercised by the members of JAFWA gathered in general meeting.
- 20.10. The Board may do all such acts and things as are not inconsistent with these Rules which are necessary for the performance of its duties under these Rules or which are directed to be performed by resolution of a general meeting.
- 20.11. Subject to these Rules, the Board shall be responsible for and have the entire control and management of the affairs and property of JAFWA and may act in all manners concerning JAFWA in such manner as appears to it to be best calculated to promote the interests of JAFWA.
- 20.12. When, in the opinion of the Board, the interests of JAFWA require action to be taken of a nature which would normally be subject of a decision of the members but, because of the urgency of the circumstances, it is not possible to call a special general meeting to discuss the matter, the Board may take the necessary action and the Chairperson shall forthwith call a special general meeting of the members to confirm the action taken and give any necessary direction to the Board provided such action shall not contravene this rule.
- 20.13. The Board may at any time appoint and dismiss a committee subject to the by-laws section headed "Committees of the Board" and may prescribe the powers and functions thereof.
- 20.14. The Board may create by-laws for the smooth operation of any committee.
- 20.15. The Board, in addition to exercising such powers and carrying out such duties as the members of JAFWA may delegate to it in accordance with this rule, is specifically charged with the supervision of the affairs, business and interests of JAFWA when the members are not present.
- 20.16. The Board Members may take and act upon the opinion of any Barrister or Solicitor practising in the High Court of Australia or the Supreme Court of any of the States of Australia in relation to the

interpretation of any part of these Rules or of any statute or the carrying into effect of all or any of the objectives of JAFWA without being liable in any respect for anything bona fide done in accordance with such opinion but this paragraph shall not prevent the members of the Board or of any of them or any person competent from applying to any Court.

20.17. Any Member of the Board may delegate to any Voting Member any powers (except this power of delegation) conferred on them (whether expressly or by implication) by these Rules or by the members voting in general meeting, and delegation of such powers shall be at the instigation of that Member of the Board, but the ultimate responsibility shall rest with that Member of the Board.

21. Removal of any member of the Board of JAFWA Incorporated.

21.1. Subject to the provisions of this rule any member of the Board may be removed from office by resolution of a special general meeting where it appears that their conduct has been detrimental to the objectives of JAFWA.

21.2. At a special general meeting convened for the purpose of this rule:

21.2.1. No business other than the question of removal shall be transacted;

21.2.2. The agenda of the meeting shall include a summary of the alleged grounds for removal.

21.2.3. Evidence of the conduct of that member of the Board which is alleged to have been detrimental to the objectives of JAFWA may be placed before the meeting.

21.2.4. That member of the Board shall be heard in their own defence and may present evidence and call persons to testify (whether members of JAFWA or otherwise) on their behalf.

21.2.5. Should that member of the Board not be present at the special general meeting then notice shall forthwith be given for another special general meeting and that meeting shall proceed whether that member of the Board is present or not. At that meeting any person may speak in defence of that member of the Board and shall be able to call persons to testify (whether members of JAFWA or otherwise) or submit evidence.

21.2.6. The Voting Members shall vote by secret ballot on the question of whether or not that member of the Board should be removed and if an absolute majority so decide to remove that member of the Board, no member shall leave the meeting until the position which that member of the Board held is filled.

21.2.7. If that member of the Board is the President then the meeting shall determine a Chairperson in accordance with the section headed "President to preside at General Meetings" as if the President is not present, whether or not they are present.

21.3. A member of the Board may choose to vacate their position if desired.

21.4. Any vacancy created in the Board shall be filled as if it were a casual vacancy.

22. Annual General Meeting

22.1. JAFWA shall hold an Annual General Meeting.

22.2. The Annual General Meeting shall be held:

22.2.1. Within four months of the end of each financial year of JAFWA;

22.2.2. At a time and venue to be determined by the Board;

22.3. The annual general meeting shall be in addition to any special meetings that may have been held from time to time.

22.4. The ordinary business of the annual general meeting shall be:

22.4.1. To confirm the minutes of the last preceding annual general meeting and of any special general meetings held since that meeting.

22.4.2. To receive from the Treasurer, for the previous financial year, the statement of financial affairs and any report from the auditor.

22.4.3. To receive from any member of any sub-committee, for the previous financial year, any reports as to the affairs of JAFWA for the previous year.

22.4.4. The appointment of an Auditor.

22.4.5. Motions on notice.

22.4.6. To appoint ad-hoc committees from membership to consider such issues as it may determine.

22.4.7. General Business

22.5. All general meetings other than the annual general meeting shall be called special general meetings.

22.6. Not less than one month before the annual general meeting the Secretary shall inform all Voting Members of JAFWA inviting them to submit notices of motion for the inclusion in the agenda of the meeting, and all such notices of motion received within one week of the meeting shall be included in the agenda.

23. Special General Meeting - Elections

23.1. JAFWA shall hold a special general meeting which shall be called the "Special General Meeting - Elections"

23.2. The Special General Meeting - Elections shall be held:

23.2.1. As soon as practical after the Annual General Meeting or as required to fill casual vacancies in the Board

23.2.2. On such day or days which are regularly scheduled anime screenings;

23.3. The Special General Meeting - Elections shall be in addition to any other special general meetings that may have been held from time to time or the annual general meeting

23.4. The only order of business of the Special General Meeting - Elections shall be the Election of the Board of JAFWA

23.5. Election of the Board of JAFWA shall proceed as per the section headed "Election and Membership of the Board of JAFWA Incorporated".

24. Business of a General Meeting

24.1. All business that is transacted at a special general meeting and all business that is transacted at an annual general meeting with the exception of that specifically referred to in the Section Headed "Annual General Meeting" as being the ordinary business of the annual general meeting shall be deemed to be special business.

24.2. No item of business, except where provided in these Rules, shall be transacted at a general meeting unless a quorum of a general meeting is present during the time when the meeting is considering that item.

24.3. A motion to refer any matter to the Board with a recommendation on any action on such matter to be taken by the Board shall be deemed to be business of which notice has been given in accordance with these Rules.

24.4. The Chairperson shall appoint a returning officer prior to each secret ballot who shall count the votes and so inform the Chairperson of the result.

25. Notice of General Meetings

25.1. The Secretary shall cause to be delivered to every Voting Member at least twenty-one days before the date fixed for the holding of a general meeting of JAFWA a copy of the agenda of the meeting which shall state:

25.1.1. The place, day and time for holding the general meeting.

25.1.2. The business to be transacted at the general meeting including:

25.1.2.1 Any ordinary Business.

25.1.2.2 Any special business, being notices of motion received pursuant to the constitution section headed "Annual General Meeting", and any other matters directed by the Board to be discussed at the meeting.

25.2. The accidental or unavoidable omission to give notice of a meeting to any Member shall not invalidate any resolution passed or any of the proceedings at any meeting.

25.3. A notice may be served by JAFWA upon any member either personally or by sending it through the post in a pre-paid letter envelope card or wrapper addressed to such Member at the address of the member appearing in the Register of Members, or by electronic Mail if the member has supplied such information to the Register of Members, as well as by general posting on any bulletin boards that JAFWA uses. Any notice that is served by means other than personal communication shall be deemed to have been served on the third day immediately following that on which the served notice was sent by either post or electronic mail.

26. President to preside at General Meetings

26.1. The President or in their absence an appointed Board Member, shall preside as Chairperson at general meetings of JAFWA.

26.2. If the President is absent from a general meeting and has not appointed a Board member, the Voting Members present shall elect one from amongst their number to act as Chairperson thereat.

27. Adjournment of General Meetings

27.1. The Chairperson of a general meeting at which a quorum is present may, with the consent of the meeting, adjourn the meeting from time to time and from place to place.

27.2. Where a meeting is adjourned for one month or more, the like notice of the adjourned meeting shall be given as in the case of the original meeting, but the limitations as to time shall not apply in any other case and no notice of the adjourned meeting shall be necessary.

27.3. If the Chairperson should observe or have brought to their attention that there is no longer a quorum at a general meeting, the meeting shall be adjourned forthwith to a time and place of the Chairperson's choice.

27.4. No business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place, and shall be governed by the agenda of the adjourned meeting.

28. Determination of Questions at General Meetings

28.1. A question arising at a general meeting of JAFWA shall be determined by a simple majority on a show of hands.

28.2. Where a declaration by the Chairperson that a resolution has been carried, or carried by a particular majority, or lost, is made and an entry to that effect is made in the minute book of JAFWA, then that entry shall be evidence of the fact without proof of the number or proportion of the votes recorded in favour or against the resolution.

29. Votes

29.1. Upon any question arising at a general meeting of JAFWA each Voting Member, except the person presiding as Chairperson, shall have a deliberative vote.

29.2. All votes shall be given personally.

29.3. A question arising at a general meeting shall be decided by a majority of votes, but if there is an equality of votes, the Chairperson shall have a casting vote.

30. Special General Meetings

30.1. The Board may, whenever it thinks fit, convene a special general meeting of JAFWA.

- 30.2. The Board shall convene a special general meeting of JAFWA upon receipt of a request meeting the conditions of the section of the by-laws entitled "Request For Special General Meeting"
- 30.3. A request for a special general meeting shall state the objects of the meeting and shall be signed by the requesters and delivered to the Secretary either personally or by mail addressed to their usual address.
- 30.4. If the Board does not cause a special general meeting to be held within one month from the date on which a resolution thereof is received by the Secretary (or would in the normal course of the mail have been received) the requisitionists or any of them may convene the meeting provided that:
- 30.4.1. All members of the Board are notified as per the provisions of Clause 25; and
- 30.4.2. Any meeting so convened shall not be held or convened after three months from the date of delivery.
- 30.5. A special general meeting convened by requesters in pursuance of these Rules shall be convened in the same manner as nearly as possible as to that in which those meetings are convened by the Board, and all reasonable expenses incurred in convening the meeting shall be refunded by JAFWA to the persons incurring them.

31. Quorum for a General Meetings

- 31.1. Quorum at a general meeting shall consist of twice the members of the Board plus one, provided that at least three Board members are present.
- 31.2. If within fifteen minutes after the appointed time for the commencement of a general meeting a quorum is not present, the meeting shall be cancelled, unless the meeting was convened upon the requisition of members, and there is present one third of the total of the Voting Members, then the meeting shall continue and have all the powers as if the quorum were in attendance, and the quorum shall be one third of the total of the Voting Members for the duration of that meeting.

[AGM/SGMs should be subject to the above to avoid undue issues with lack of quorum.]

32. Management of Property and Income of JAFWA

- 32.1. The books of accounts and finances shall be managed in accordance with the constitution section headed "Books and Finances of JAFWA".

32.2. JAFWA shall be responsible for all debts, contracts and other such liabilities as accumulated by the organisation known as JAFWA Incorporated.

32.3. The financial year of JAFWA is the period as used by the Australian Taxation Office.

33. Auditor

33.1. At each annual general meeting of JAFWA the Voting members present shall appoint a qualified accountant who is not a member of any Boards or Committees of JAFWA as the auditor of JAFWA, and they shall hold office until the conclusion of the annual general meeting next following the meeting at which they were appointed.

33.2. If an appointment of an auditor is not made at the annual general meeting then the meeting may authorise the Board to appoint an auditor, subject to conditions set by the meeting.

33.3. If the meeting has not authorised the Board to appoint an auditor, then the Board shall call a special general meeting for the express purpose of appointing an auditor.

33.4. If a casual vacancy occurs in the office of auditor, the Board shall appoint an auditor who shall hold office until the conclusion of the next annual general meeting.

33.5. The auditor may be removed by resolution of a special general meeting which may also appoint an auditor to act until the next annual general meeting.

34. Procedure for the Audit of Accounts

34.1. Once at least in each financial year of JAFWA, the accounts of JAFWA shall be examined by the auditor for that period.

34.2. The auditor shall certify as to the correctness of accounts of JAFWA and shall report thereon to the Board which shall cause a copy of their report to be laid before the annual general meeting of JAFWA next following the presentation of the report to the Board.

34.3. In the auditors report and in certifying to the accounts the auditor shall state:

34.3.1. Whether they have obtained all the information required by them.

34.3.2. Whether, in their opinion, the accounts are properly drawn up so as to exhibit a true and correct view of JAFWA according

to the information at their disposal and the explanations given to them and as shown by the books of JAFWA.

34.3.3. Whether the Rules relating to the administration of the funds of JAFWA have been observed.

34.4. The auditor has a right of access to the accounts, books, records, vouchers and documents of JAFWA, may require from any member of the Board such information and explanations as may be necessary for the performance of their duties and may, in relation to the accounts of JAFWA, examine any member of the Board of JAFWA.

34.5. The Auditor of JAFWA shall be entitled to attend any general meeting of members and receive all notices which a member of JAFWA is entitled to receive by virtue of them being a member and they shall be entitled to be heard at every general meeting which concerns them as auditor. For these purposes the Auditor will be considered a Sub-Committee member in good standing.

35. Procedure for Alteration of the Constitution

35.1. Notice of the proposed amendment shall be included in the notice referred to in the constitution section headed "Annual General Meeting".

35.2. These Rules may be amended by special resolution passed by an absolute majority of the Voting Members voting at a general meeting.

36. Procedure for Alteration of the By-Laws

36.1. Notice of the proposed amendment shall be included in the notice referred to in the constitution section headed "Annual General Meeting".

36.2. These By-Laws may be amended by resolution passed by a simple majority of the Voting Members voting at a general meeting.

36.3. The Board may make by-laws consistent with these Rules, prescribing all matters which by these Rules are required or permitted to be prescribed or which are necessary or convenient to be prescribed in relation to any matter within the powers and functions of the Board and generally for carrying out or giving effect to the objectives of JAFWA and to these Rules.

36.3.1. Such By-laws shall take effect from the time it is made, or any later date.

36.3.2. Such By-laws shall be notified to all members by the Secretary as soon as practical.

36.3.3. Such By-laws shall be circulated at the next general meeting of the members.

36.3.4. If a general meeting passes a resolution by simple majority to rescind a By-law or any part thereof, that By-law or part shall thereupon cease to have effect.

37. Common Seal

37.1. The Common Seal of JAFWA shall be in the form of a rubber stamp inscribed with the name of "Japanese Animation Fans of Western Australia" encircling the words "Common Seal", and including any other requirements of any Acts.

37.2. The Common Seal shall remain in the custody of the President and shall not be affixed to any instrument except by the authority of the Board and the affixing thereof shall be attested by the signatures of two members of the Board authorised by the Board to attest thereto an attestation shall sufficient for all purposes that the Common Seal was affixed by the authority of the Board.

38. Inspection of Books and Documents by Members

38.1. Copies of annual financial statements, and any other financial statement previously prepared, shall be made available for inspection and copying to members and auditor (if any) on request, subject to any reasonable restrictions as to time and manner of inspecting them that may be imposed by the Board for the time being. With the prior authority of a special resolution of a meeting of members of JAFWA such books of account, books, documents and registers shall be open to inspection by a person nominated by such resolution.

39. Disputes and mediation

39.1. The grievance procedure set out in this rule applies to disputes under these rules between-

39.1.1. a member and another member; or

39.1.2. a member and JAFWA; or

39.1.3. if JAFWA provides services to non-members, those non-members who receive services from JAFWA, and JAFWA.

39.2. 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.

39.3. 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, hold a meeting in the presence of a mediator.

39.4. The mediator must be-

39.4.1. a person chosen by agreement between the parties; or

39.4.2. in the absence of agreement-

39.4.2.1. in the case of a dispute between a member and another member, a person appointed by the Committee of JAFWA;

39.4.2.2. in the case of a dispute between a member or relevant non-member (as defined by sub-rule 39.1.3) and JAFWA, a person who is a mediator appointed to, or employed with, a not for profit organisation.

39.5. A member of JAFWA can be a mediator.

39.6. The mediator cannot be a member who is a party to the dispute.

39.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

39.8. The mediator, in conducting the mediation, must-

39.8.1. give the parties to the mediation process every opportunity to be heard;

39.8.2. allow due consideration by all parties of any written statement submitted by any party; and

39.8.3. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

39.9. The mediator must not determine the dispute.

39.10. The mediation must be confidential and without prejudice.

39.11. If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Associations Incorporation Act 2015 or otherwise at law.