

# Rules of World Transformation Movement Supporters Association

Australian Business Number (ABN) 27 120 223 898

An unincorporated association

## 1. Definitions

1.1 In these rules, words and phrases have the meaning set out below:

**ACNC** means the Australian Charities and Not-for-profits Commission.

**ACNC Act** means Australian Charities and Not-for-profits Commission Act 2012 (Cth) as amended from time to time.

**AGM** means annual **general meeting**.

**association** means the unincorporated **association** described in rule 2.

**committee** and **committee member(s)** means the **association's** committee of management and the members of the committee of management respectively (see rule 12.2).

**general meeting** means the meetings of members of the **association** as described in rule 15, consisting of AGMs and special **general meetings**.

**purposes** means the charitable purposes of the **association** as described in rule 4.1.

**registered charities** means charities registered with the ACNC.

**special resolution** means a resolution of members:

- (a) of which at least 21 days' notice of the meeting at which it will be considered has been given to members; and
- (b) that is passed at a **general meeting** by at least 75% of the votes cast by members who are eligible to vote on it.

**WTM Australia** means World Transformation Movement ACN 003 930 023 based in Sydney, Australia.

## 2. Preliminary

- 2.1 The name of the **association** is World Transformation Movement Supporters Association.
- 2.2 The **association** is unincorporated.
- 2.3 The **association** is established to be, and continue as, a charity.
- 2.4 These rules are intended to be binding on members of the **association** and enforceable by courts in the state of New South Wales, Australia.

## 3. Alteration of rules

- 3.1 Subject to rule 3.2 below, these rules may only be changed, added to, or replaced by **special resolution** of the **association's** members at a **general meeting** and with the prior written consent of **WTM Australia**. This includes a change to the **association's** name.
- 3.2 The members must not pass a **special resolution** that amends these rules if passing it causes the **association** to no longer be a charity.

## 4. Charitable purposes and not-for-profit status

- 4.1 The **association** will pursue the following charitable purposes:
  - (a) to advance study of, research into and analysis of:
    - (i) the human condition; and
    - (ii) the evolution, biological development and psychological development of the human race,with the aims of:
    - (1) understanding the origin and causes of the human condition;
    - (2) ameliorating the human condition and the suffering caused by the human condition; and
    - (3) transforming individuals, the human race and thus the world;
  - (b) to advance education, awareness, discussion and debate about the subject of the human condition in and among both the scientific community (including but not limited to those practising in the fields of biology, anthropology, primatology, philosophy, psychology and psychiatry) and the general community;
  - (c) to support the activities of **WTM Australia**;
  - (d) to support the activities of any other charitable person or entity which has activities or purposes which are the same as or similar to those in sub-rules (a), (b) or (c) above; and
  - (e) to do such other things as are incidental or conducive to the attainment of any of the charitable purposes outlined above.
- 4.2 The **association** may do all things that help it to achieve these **purposes**, in accordance with these rules.
- 4.3 The **association** and its **committee** may only do things and use the income and assets of the **association** (including those held on trust for the **association** or its **purposes**) for the **purposes**.
- 4.4 The **association** must operate consistently with legal requirements for **registered charities**.
- 4.5 The **association** must not distribute any income or assets, directly or indirectly, to its members.

- 4.6 Rule 4.5 does not stop the **association** from doing the following things, provided they are done in good faith (fairly and honestly):
- (a) paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favourable to the **association**; or
  - (b) making a payment or providing a benefit to a member in pursuing or carrying out the **association's purpose(s)**.

### Indemnity

- 4.7 To the extent possible under law, members (including **committee members**) are entitled to be indemnified out of the assets held for the **association** for any debts or liabilities incurred personally by a member when acting on behalf of the **association**, so long as the member was:
- (a) authorised by the **association** to take that action, and
  - (b) acting in good faith (fairly and honestly) and in the best interests of the **association**.
- 4.8 This indemnity is a continuing obligation and is enforceable by a person even if that person is no longer a member of the **association**. This indemnity only applies to the extent that the person is not otherwise entitled to be indemnified and is not actually indemnified by another person (including an insurer under an insurance policy).
- 4.9 To the extent permitted by law, and if the **committee** considers it appropriate, the **association** may pay or agree to pay a premium for a contract insuring a person who is or has been a member of the **association** (including a **committee member**) against any liability incurred by that person as a member of the **association** (including as a **committee member**).

## 5. Funds and assets

- 5.1 The **committee** must establish policies about the holding and management of funds and assets on behalf of the **association** or its **purposes**, and that set out who oversees these funds and assets and who can make decisions about them.
- 5.2 The **association** must satisfy any obligations that apply to the use of assets over which a trust exists.
- 5.3 The **association** can receive funding from:
- (a) joining and annual membership fees;
  - (b) donations;
  - (c) grants;
  - (d) fundraising;
  - (e) interest; and
  - (f) any other lawful sources approved by the **committee** that are consistent with furthering the **association's purposes**.

## 6. Financial year

- 6.1 The financial year of the **association** is from 1 July to 30 June, unless the **committee** passes a resolution to change the financial year.

## 7. Record-keeping

- 7.1 The **association** must make and keep written financial records that:
- (a) correctly record and explain the **association's** transactions and financial position and performance; and

- (b) enable true and fair financial statements to be prepared and to be audited.
- 7.2 The **association** must also keep written records that correctly record its operations, and be able to produce these records if required by law.
- 7.3 The **association** must retain its records for at least seven years, or as otherwise required by the ACNC Act or any other laws that may apply (for example, taxation law).
- 7.4 The **committee members** must take reasonable steps to ensure that the **association's** records are kept safe.

## 8. Contracts

- 8.1 As an unincorporated **association**, the **association** cannot enter into contracts in its own name but only in the collective names of two or more individuals appointed by the **committee**.
- 8.2 The individuals who enter into the contract under the previous rule may elect to re-execute a contract if one or more of the individuals is no longer a member of the **association**, in which case the **committee** shall appoint one or more individuals in their place.

## 9. Membership

- 9.1 Anyone who supports the **purposes** and agrees to be bound by these rules can apply to join the **association** as a member.
- 9.2 The **committee** decides the process for receiving and approving or rejecting membership applications.
- 9.3 After the **committee** has approved or rejected a membership application, the **committee** must write to the applicant as soon as possible to tell them whether their application was approved or rejected. If an application is rejected, the **association** does not have to give reasons.
- 9.4 The **committee** can propose to set or change joining fees and membership fees for members. Joining and membership fee proposals must be approved by a majority of members voting at a **general meeting**.
- 9.5 Members must pay any membership fee and any unpaid joining fee within one month of being asked. If a member does not pay in time, their membership may be suspended by the **committee**. If the member does not pay all amounts owing within six months of their membership being suspended, their membership may be cancelled by the **committee**.
- 9.6 When membership is suspended, a member cannot exercise their members' rights such as voting at a **general meeting**.
- 9.7 A person immediately stops being a member of the **association** if:
  - (a) their membership is cancelled under these rules;
  - (b) they fail to respond within three months to a written request from a **committee member** that they confirm in writing that they want to remain a member;
  - (c) the **committee** receives notice in writing from **WTM Australia** objecting to the person continuing as a member of the **association**;
  - (d) they resign by writing to the **committee**; or
  - (e) they die.
- 9.8 If a member resigns, the **association** is not required to refund any joining and membership fees already paid.
- 9.9 Each member of the **association** acknowledges and agrees that becoming or being a member of the **association** does not entitle that person to be or become a member of **WTM Australia**.

- 9.10 Each member of the **association** acknowledges and agrees that **WTM Australia** owes no duty to any party in exercising the discretions referred to in rules 3.1, 9.7, 12.10 and 12.12 and that no member has any right of recourse against **WTM Australia** in respect of the exercise of, or the failure to exercise, those discretions. Each member of the **association** acknowledges and agrees that the longest standing **committee member** (or **committee members** if the longest standing **committee members** are of equal standing) holds the benefit of the covenants in these rules on trust for **WTM Australia**.

## 10. Register of members

- 10.1 The **association** must maintain a register of members.
- 10.2 Members' names and email addresses and any other contact or identification details the **committee** deems appropriate must be entered in the register of members when membership is approved. A person becomes a member when their name is entered on the register.
- 10.3 Where these rules require notice to be given to a member, it will be sufficient for the notice to be sent by email to the email address of the member listed on the register of members.
- 10.4 The **committee** must record the date that a person stops being a member of the **association** in the register of members as soon as possible after the person stops being a member.
- 10.5 If a member requests that access to their details on the register of members be restricted, the **committee** may decide whether access will be restricted and will notify the member of this.

## 11. Members' access to documents

- 11.1 A member may make reasonable requests to inspect (at a reasonable time) the:
- (a) rules of the **association**;
  - (b) **general meeting** minutes; and
  - (c) register of members.
- 11.2 A member may make reasonable requests for copies of the documents requested under rule 11.1. The **association** can charge a reasonable fee for providing copies.
- 11.3 Members may only use information that is accessed in accordance with rules 11.1 or 11.2 for lawful and proper purposes related to the **association**.
- 11.4 Subject to rule 11.5, the **association** must provide access to documents or copies requested under rules 11.1 and 11.2 within a reasonable time.
- 11.5 The **association** can refuse to provide access or copies, or provide only limited access, if the documents contain confidential, personal, employment, commercial or legal matters, or if granting the request would breach a law or could cause damage or harm to the **association**, or if the request is otherwise unreasonable.
- 11.6 Members cannot inspect or get copies of **committee** meeting minutes or parts of the minutes, unless the **committee** specifically allows it.

## 12. The committee

- 12.1 The **association** is governed by the **committee** that is made up of **committee members**. The role of the **committee** is to ensure that the **association** is responsibly managed and pursues its **purposes**.
- 12.2 The **committee** can exercise all powers and functions of the **association** (consistently with these rules, relevant Australian laws and requirements for **registered charities**), except for

powers and functions that the members are required to exercise at a **general meeting** (under these rules, relevant Australian laws or requirements for registered charities).

- 12.3 The **committee** can delegate any of its powers and functions to a **committee member**, a sub-**committee**, a staff member or a member, other than the power of delegation or a duty that applies to the **committee** or particular **committee member** under Australian laws.
- 12.4 **Committee members** are elected by a ballot of members of the **association** at a **general meeting**.
- 12.5 The **committee** is made up of a minimum of three **committee members**.
- 12.6 At the first **committee** meeting after each **AGM**, the **committee** must appoint a **committee member** as chair.
- 12.7 The **committee** may appoint and remove **committee members** to and from any positions (such as chair, president, deputy president, treasurer and secretary) and decide their responsibilities in those roles.
- 12.8 Each **committee member** finishes their time on the **committee** at the end of the **AGM** immediately following the third anniversary of the date that they were appointed, but they can be elected again.
- 12.9 A member can nominate to be on the **committee** by writing to the **committee** or at a **general meeting** where an election for the **committee** is held. Another member must support their nomination.
- 12.10 To be eligible to be a **committee member**, a person:
- (a) must not be ineligible to be a responsible person under the ACNC Act;
  - (b) must be nominated under rule 12.9;
  - (c) must have the written consent of **WTM Australia**;
  - (d) must give the **association** their signed consent to act as a **committee member** of the **association**; and
  - (e) must be a member of the **association** at the time of their nomination, appointment, and for the duration of their time on the **committee**.
- 12.11 If the number of eligible applicants nominated to be **committee members** is equal to the number of **committee members** required, the chair may declare the positions filled without holding a ballot.
- 12.12 A person stops being a **committee member** if:
- (a) they resign, by writing to the **committee**;
  - (b) they stop being a member of the **association**;
  - (c) they are removed by a resolution of members of the **association**;
  - (d) the **committee** receives notice in writing from **WTM Australia** objecting to the person continuing as a **committee member**;
  - (e) they are absent without the consent of the **committee** from all meetings of the **committee** held during a period of six months;
  - (f) become ineligible to be a responsible entity (committee member) under the ACNC Act; or
  - (g) die.
- 12.13 If a **committee member** stops being on the **committee** before the next AGM, the **committee** can temporarily appoint a member of the **association** to fill the vacancy on the **committee** until the next AGM.

### 13. Duties of the committee

- 13.1 Among its other responsibilities, the **committee** is responsible for making sure that:
- (a) accurate minutes of **general meetings** and **committee** meetings are made and kept;
  - (b) other records are kept in accordance with rules 7.1 to 7.4; and
  - (c) documents of the **association** are made available to members in accordance with rules 11.1 to 11.6.
- 13.2 **Committee members** must:
- (a) comply with their legal duties under Australian laws and ensure that the **association** complies with its duties under Australian laws; and
  - (b) meet the requirements for responsible entities (committee members) of registered charities and comply with the duties described in governance standard 5 of the regulations made under the ACNC Act which are:
    - (i) to exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if they were a **committee member** of the **association**;
    - (ii) to act in good faith (fairly and honestly) in the best interests of the **association** and to further the charitable **purpose(s)** of the **association** set out in rule 4.1;
    - (iii) not to misuse their position as a **committee member**;
    - (iv) not to misuse information they gain in their role as a **committee member**;
    - (v) to disclose any perceived or actual material conflicts of interest;
    - (vi) to ensure that the financial affairs of the **association** are managed responsibly; and
    - (vii) not to allow the **association** to operate while it is insolvent.

### 14. Committee meetings

- 14.1 A **committee member** can call a meeting by giving seven days' notice of a meeting to **committee members** unless the meeting is an urgent meeting (in which case reasonable notice must be given) or all the **committee members** consent to a shorter period of notice.
- 14.2 The **committee** can decide how often it meets, and the way in which it meets, including by allowing **committee members** to attend through technology, so long as it allows everyone to communicate.
- 14.3 The chair will chair **committee** meetings. If the chair does not attend, the **committee members** can choose who will chair that meeting.
- 14.4 A resolution is passed if more than half of the **committee members** voting at the **committee** meeting vote in favour of the resolution.
- 14.5 A majority (more than half) of **committee members** must be present (either in person or through the use of technology) for the meeting to be validly held (this is the quorum for **committee** meetings).
- 14.6 The **committee** can allow circular resolutions. To pass a circular resolution, each **committee member** must agree to it in writing, including by email or other electronic communication, and it is passed once the last **committee member** has agreed to it.

### 15. General meetings of members

- 15.1 **General meetings** of members can be called by the **committee**. The **committee** must call a **general meeting** if requested by a group of members making up at least 10% of members who are entitled to vote at **general meetings**. The members must state in the request any resolution to be proposed at the meeting.

- 15.2 If the **committee** does not call and hold a **general meeting** where requested to do so under rule 15.1 within two months of the request, 50% or more of the members who made the request may call and arrange to hold a **general meeting**. The meeting must be held within three months from the time the request was made and as far as possible, should follow the procedures for calling **general meetings** set out in these rules. The members are entitled to claim any reasonable expenses that they incur in calling the meeting from the assets of the **association**.
- 15.3 At least 5 or 10% (whichever is the lesser) of the members that are entitled to vote at the meeting must be present at a **general meeting** (either in person or through technology that allows for clear and simultaneous (interactive) communication of all meeting participants, for the meeting to be held (this is the quorum for **general meetings**)).
- 15.4 Written notice of **general meetings** must be provided to all members (and the **association's** auditor or reviewer, if one is appointed) at least 21 days before the meeting. Notice to members of **general meetings** must be sent to the members' email addresses listed on the register of members.
- 15.5 Any notice of **general meetings** must include the meeting details (including whether the meeting is to be held in two or more places and the technology that will be used to facilitate this), proposed issues to be discussed and resolutions to be moved at that meeting.
- 15.6 The **association** must hold its first **AGM** within 18 months of being formed. After that the **association** must hold an **AGM** at least once in every calendar year, at which it provides reports to members about the financial position and activities of the **association**.
- 15.7 The ordinary business of the **AGM** is to confirm the minutes of the previous **AGM**, receive reports and statements on the previous financial year, and elect **committee members**. The notice of the **AGM** must include any special business or resolutions to be considered.
- 15.8 A group of at least 10% of members who are eligible to vote at a **general meeting** can propose resolutions to be voted on at a **general meeting** by writing to the **committee** advising them of the proposed resolutions, so long as requirements to notify members of the resolutions prior to the **general meeting** can be met (which will depend on the type of resolution proposed).
- 15.9 Any resolution proposed under rule 15.8 must be considered at the next **general meeting** held no more than two months after the date the **committee** is notified of the request to present a resolution to members. This rule does not limit any other right that a member has to propose a resolution at a **general meeting**.
- 15.10 The chair (see rule 12.6 and 12.7) will chair **general meetings**. If the chair does not attend, the members at the meeting can choose another **committee member** to be the chair for that meeting. The chair is responsible for the conduct of the **general meeting**, and for this purpose must give members a reasonable opportunity to make comments and ask questions (including to the auditor or reviewer (if any)).
- 15.11 Each member has one vote.
- 15.12 A member may appoint a proxy to attend and vote at a **general meeting** on their behalf. A proxy must be another member. A proxy appointed to attend and vote for a member has the same rights as the member to vote in a vote in writing (but only to the extent allowed by the appointment). An appointment of proxy (proxy form) must be in the form specified in the notice and received by the **association** at the email address (or other address) stated in the notice at least 48 hours before the **general meeting**. 15.13 A resolution (other than a **special resolution**) is passed if more than half of the members present at a **general meeting** vote in favour of the resolution.

- 15.14 Votes may be held by a show of hands or written ballot, or another method that the chair decides is fair and reasonable in the circumstances. If a vote is held initially by show of hands, any member can request a vote be held again by written ballot. If a vote of the members is tied, the chair of the meeting does not have an additional, deciding vote and shall declare that the motion has failed.
- 15.15 A proxy is not entitled to vote on a show of hands (but this does not prevent a member appointed as a proxy from voting as a member on a show of hands). When a vote in writing is held, a proxy:
- (a) does not need to vote, unless the proxy appointment specifies the way they must vote;
  - (b) if the way they must vote is specified on the proxy form, must vote that way; and
  - (c) if the proxy is also a member or holds more than one proxy, may cast the votes held in different ways.
- 15.16 Before a vote is taken, the chair must state whether any proxy votes have been received and, if so, how the proxy votes will be cast.
- 15.17 The chair can adjourn the meeting if there are not enough members at the meeting (a quorum – see rule 15.3) within 30 minutes of the meeting start time, or if there is not enough time at a meeting to consider all business. A new notice must be sent to members for the adjourned meeting (but does not have to comply with time for notice requirements, unless the adjourned meeting is more than 21 days after the original meeting date). Only unfinished business may be dealt with at a resumed meeting. The chair must adjourn the meeting if a majority of members entitled to vote at the meeting direct the chair to do so.
- 15.18 On a show of hands, the chair's decision is conclusive evidence of the result of the vote.
- 15.19 The chair and the meeting minutes do not need to state the number or proportion of the votes in favour or against on a show of hands.

### Dispute resolution process

- 15.20 If there is a dispute between a member or **committee member** and:
- (a) one or more members; and
  - (b) one or more **committee members**,
- the parties (the people who disagree) involved must first attempt to resolve the dispute between themselves within a period of at least 14 days from the date the dispute is known to all parties involved.
- 15.21 If the dispute cannot be resolved between the people involved, the **committee** must be notified, and a dispute resolution process must be put in place by the **committee**. The **committee** may develop a policy regarding dispute resolution.
- 15.22 A dispute resolution process must allow each party a reasonable opportunity to be heard and/or submit arguments in writing, and should first attempt to resolve the dispute by the parties reaching agreement. If agreement cannot be reached, the **committee** may appoint an unbiased person to decide the outcome of the dispute. The unbiased person may be a member, non-member or professional mediator who is not connected with the dispute or the people involved in it.

### Disciplining members

- 15.23 The **committee** can take disciplinary action against a member of the **association** if it considers the member has breached these rules or if the member's behaviour is causing (or has caused)

damage or harm to the **association**. The **committee** must follow a disciplinary process in accordance with rule 15.26. The **committee** may choose to adopt a more detailed discipline policy, dealing with issues such as rights to appeal.

15.24 Disciplinary action can include warning a member, or suspending or cancelling the member's membership. It cannot include a fine. Membership cannot be suspended for more than 12 months.

15.25 The **committee** must write to the member to tell them why they propose to take disciplinary action.

15.26 The **committee** must arrange a disciplinary procedure that meets these requirements:

- (a) the outcome must be determined by an unbiased decision-maker (who cannot be a **committee member**);
- (b) the member must have an opportunity to explain or defend themselves; and
- (c) the disciplinary procedure must be completed as soon as reasonably practical.

15.27 The **committee** must notify the member of the outcome of the disciplinary procedure as soon as reasonably practical.

15.28 There will be no liability for any loss or injury suffered by a member as a result of any decision made in good faith (fairly and honestly) under rule 15.26.

## 16. Winding up

16.1 The **association** can be wound up by its members if the members pass a special resolution to wind up the **association** at a **general meeting**.

16.2 If the **association** is wound up, after it has paid all debts and other liabilities (including the costs of winding up), any remaining assets:

- (a) must not be distributed to the members or former members of the **association**, and
- (b) subject to the requirements of Australian laws and any Australian court order, must be distributed to another organisation or other organisations with similar **purposes**, which is/are charitable at law, and which is/are not carried on for the profit or personal gain of members.

16.3 In making distributions upon winding up, the **association** must satisfy any obligations that apply to assets over which a trust exists.