



THE TECHNOLOGY MUSEUM OF WA INCORPORATED

**Incorporated
Association Number
A1043783M**

ASSOCIATION CONSTITUTION AND RULES V4

**Adopted by Resolution on
28th July 2023**

Signed

Chairperson - John Park

Secretary - Roger Meakes

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1. PRELIMINARY

1.1 Name of Association

The name of the Association is the Technology Museum of WA Incorporated, hereinafter referred to as the “Museum”

1.2 Objects of Association

The objects and purposes of the Museum are:

- a. To promote the past and future knowledge of Technology in our society.
- b. To collect, display and preserve technology of all types

1.3 Definitions

In these Rules, unless the contrary intention appears:

“**Act**” means the *Associations Incorporation Act 2015*;

“**AGM**” means the annual general meeting convened under Rule 20.1;

“**Books of the Association**” has the meaning given to it in section 3 of the Act and includes all of the registers; financial records, financial statements or financial reports, as each of those terms is defined in section 62 of the Act, however compiled, stored or recorded; minute books and documents and securities of the Museum.

“**By-laws**” are additional arrangements or processes adopted by Members by Ordinary Resolution of the Museum to supplement these Rules. They do not form part of the Rules and are not required to be lodged with the Commissioner.

“**Commissioner**” means the person designated as the “Commissioner” from time to time under the Act;

“**Committee**” means the Management Committee required by the Act which is the body responsible for the management of the affairs of the Museum;

“**Committee Meeting**” means a meeting referred to in Rule 12.1;

“**Financial Records**” has the meaning given to it in section 62 of the Act and includes:

- (a) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
- (b) documents of prime entry; and
- (c) working papers and other documents needed to explain:
 - (i) the methods by which financial statements are prepared; and
 - (ii) adjustments to be made in preparing financial statements.

“**Financial Report**” has the meaning given to it in sections 62 and 63 of the Act;

“**Financial Statements**” has the meaning given to it in section 62 of the Act;

“Financial Year” has the meaning given to it in Rule 19;

“General Meeting” means a meeting of the Museum which all Members (including Associate Members) are invited to attend;

“Member” means a person (including a body corporate) who becomes a Member of the Museum under these Rules;

“Ordinary Resolution” means a resolution to decide a question, matter or resolution at a General Meeting that is not a Special Resolution;

“Poll” means voting conducted in written form which may include, but is not limited to a secret ballot (as opposed to general agreement or a show of hands);

“Rules” mean these Rules of the Museum as amended from time to time under Rule 21.1;

“Special General Meeting” means a general meeting of the Association other than the annual general meeting;

“Special Resolution” is a resolution of the Museum passed in accordance with Rule 21.2;

“Surplus Property”, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

“Tier 1 Association” has the meaning given to it in section 62 of the Act.

1.4 Notices

- (a) A notice or other communication connected with these Rules has no legal effect unless it is in writing and given as follows:
 - (i) delivered by hand to the nominated address of the addressee; or
 - (ii) sent by post to the nominated postal address of the addressee; or
 - (iii) sent by e-mail or any other method of electronic communication (including facsimile) to the nominated electronic address of the addressee.
- (b) Any notice given to a Member under these Rules, must be sent to the Member’s address as set out in the Register referred to in Rule 7.1.

2. POWERS OF THE MUSEUM

Subject to the Act, the Museum may do all things necessary or convenient for carrying out its objects or purposes in a lawful manner.

3. NOT FOR PROFIT

The property and income of the Museum must be applied solely towards promoting the objects or purposes of the Museum and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any Member, except in good faith in promoting those objects or purposes.

4. BECOMING A MEMBER

4.1 Minimum Number of Members

There are no minimum number of Members

- (a) Membership is open to any Museum Volunteer who has been a regular volunteer attendee for a period of at least two previous months.
- (b) The Museum must comply with all legal and regulatory obligations that apply to the Museum when assessing eligibility of an applicant for Membership.

4.2 Applying for Membership

- (a) A person who wants to become a Member must:
 - (i) apply in writing to the Museum; and
 - (ii) be nominated for Membership by a Member.
- (b) All application forms must be signed by the Applicant and the nominee.

4.3 Deciding Membership Applications

- (a) The Committee will consider and decide whether to approve or reject any Membership application.
- (b) The Committee must not approve a Membership application unless the Applicant:
 - (i) meets all the eligibility requirements under Rule 4.2, (a) and
 - (ii) applies under Rule 4.3.
- (c) The Committee may refuse to accept a Membership application even if the Applicant has applied in writing and complies with all the eligibility requirements under Rule 4.2.
- (d) As soon as is practicable after the Committee has made a decision under Rule 4.4(a), the Committee must notify the Applicant in writing of the outcome of their Membership application but is not obliged to provide reasons for the decision.

4.4 Becoming a Member

- (a) An Applicant becomes a Member if:
 - (i) the Applicant is eligible for Membership under Rule 4.2 (a)
 - (ii) the Applicant applies in writing to the Museum under Rule 4.3;
 - (iii) the Committee approves the Applicant's application for Membership; and
- (b) The Applicant immediately becomes a Member and is entitled to exercise all the rights and privileges of Membership, including the right to vote (if applicable), and must comply with all of the obligations of Membership under these Rules, when Rule 4.4(a) has been fulfilled.

4.5 Recording Membership in the Register

The Secretary must enter a person's name in the Register within 28 days after the person becomes a Member.

5. LIABILITY AND ENTITLEMENTS OF MEMBERS

5.1 Classes of Members

- (a) The Membership of the Museum consists of:
 - Ordinary Members;
- (b) An ordinary Member has all rights provided to Members under the Rules, including the right to vote, and other rights and benefits as determined by the Committee or by resolution of Members at a General Meeting.
- (c) The maximum number of ordinary Members is unlimited unless the Museum in General Meeting decides otherwise.

5.2 Membership Voting Rights of Members

Each ordinary Member of the Museum has one vote at a General Meeting of the Museum.

5.3 Liability of Members

- (a) A Member is not liable, by reason of the person's Membership, for the liabilities of the Museum, nor those made by the Committee,
- (b) nor the cost of winding up the Museum

5.4 Payment to Members

- (a) No portion of the income or property of the Museum may be paid directly or indirectly, by way of dividend, bonus or otherwise to the Members.
 - (i) Rule 5.4(a) does not prevent: the reimbursement of expenses incurred by any Member or any Committee Member on behalf of the Museum.

- (b) A Member may purchase items for the Museum and be reimbursed with the fore knowledge and approval by the Museum Manager of the purchase.

5.5 Membership Entitlements not Transferable

A right, privilege or obligation that a person has because he or she is a Member of the Museum:

- (a) is not capable of being transferred to any other person; and
- (b) ends when the person's Membership ceases.

6. CEASING TO BE A MEMBER

6.1 Ending Membership

- (a) A person's Membership ends, if the person:
 - (i) dies;
 - (ii) resigns as a Member under Rule 6.2; or
 - (iii) is expelled from the Museum under Rule 6.3.
- (b) For a period of one year after a person's Membership ends, the Secretary must keep a record of:
 - (i) the date on which a person ceases to be a Member under Rule 6.1(a); and
 - (ii) the reason why the person ceases to be a Member.

6.2 Resigning as a Member

- (a) A Member, may resign from Membership by giving written notice of their resignation to the Secretary.
- (b) The Member resigns:
 - (i) at the time the Secretary receives the notice; or
 - (ii) if a later time is stated in the notice, at that later time.

6.3 Suspending or Expelling Members

- (a) The Committee may, by resolution, suspend or expel a Member from Membership if:
 - (i) the Member refuses or neglects to comply with these Rules; or
 - (ii) the Member's conduct or behaviour is detrimental to the interests of the Museum.
- (b) The Committee must hold a Committee Meeting to decide whether to suspend or expel a Member.

- (c) The Secretary must, not less than 28 days before the Committee Meeting referred to in Rule 6.3(b), give written notice to the Member:
 - (i) of the proposed suspension or expulsion and the grounds on which it is based;
 - (ii) of the date, place and time of the Committee Meeting;
 - (iii) that the Member, or the Member's representative, may attend the Committee Meeting; and
 - (iv) that the Member, or the Member's representative, may address the Committee at the meeting and will be given a full and fair opportunity to state the Member's case orally, or in writing, or both.
- (d) At the Committee Meeting referred to in Rule 6.3(b) the Committee must:
 - (i) give the Member, or the Member's representative, a full and fair opportunity to state the Member's case orally;
 - (ii) give due consideration to any written statement submitted by the Member; and
 - (iii) determine whether or not the Member should be:
 - A. expelled from the Museum; or
 - B. suspended from Membership, and if so, the period that the Member should be suspended from Membership.
- (e) Once the Committee has decided to suspend or expel a Member under Rule 6.3(b), the Member is immediately suspended or expelled from Membership.
- (f) The Secretary must inform the Member in writing of the decision of the Committee and the reasons for the decision, within 7 days of the Committee Meeting referred to in Rule 6.3(d).

6.4 Right of Appeal of against Suspension or Expulsion

If a Member is suspended or expelled under Rule 6.3, the person may appeal the Committee's decision by giving written notice to the Secretary within 14 days of receiving notice of the Committee's decision under Rule 6.3(f) requesting the appointment of an independent mediator appointed by the Committee.

6.5 Reinstatement of a Member

If the Committee's decision to suspend or expel a Member is revoked under these Rules, any act performed by the Committee or Members in General Meeting during the period that the Member was suspended or expelled from Membership under Rule 6.3(e), is deemed to be valid, notwithstanding the Member's inability to exercise their rights or privileges of Membership, including voting rights, during that period.

6.6 When a Member is Suspended

- (a) If a Member's Membership is suspended under Rule 6.3(e), the Secretary must record in the Register:

- (i) the name of the Member that has been suspended from Membership;
 - (ii) the date on which the suspension takes effect; and
 - (iii) the length of the suspension as determined by the Committee under 6.3(d)(iii) B.
- (b) A Member that has been suspended under Rule 6.3(e) cannot exercise any rights or privileges of Membership, including voting rights, during the period they are suspended from Membership.
- (c) Upon the expiry of the period of a Member's suspension, the Secretary must record in the Register that the Member is no longer suspended.

7. MEMBERSHIP REGISTER

7.1 Register of Members

- (a) The Secretary or a person authorised by the Committee from time to time must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
- (i) the full name of each Member;
 - (ii) a contact postal, residential or email address of each Member;
 - (iii) the date on which the person became a Member;
- (c) Any change in Membership of the Museum must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

7.2 Inspecting the Register

- (a) Any Member can inspect the Register free of charge, at such time and place as is mutually convenient to the Museum and the Member.
- (b) A Member must contact the Secretary to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

7.3 Copy of the Register

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Committee may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose relates to the affairs of the Museum.
- (c) The Museum will provide a copy of the Register free of charge.

7.4 When Using the Information in the Register is Prohibited

A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact or send material to the Museum or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Committee, or
- (c) for any other purpose unless the purpose:
 - (i) is directly connected with the affairs of the Museum; or
 - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

8. POWERS AND COMPOSITION OF THE COMMITTEE

8.1 Powers of the Committee

- (a) The governing body of the Museum is to be called the Committee and it has authority to control and manage the affairs of the Museum.
- (b) Subject to the Act, these Rules and any by-law or lawful resolution passed by the Museum in General Meeting, the Committee:
 - (i) may exercise all powers and functions as may be exercised by the Museum, other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members; and
 - (ii) has power to perform all acts and do all things as appear to the Committee to be necessary or desirable for the proper management of the business and affairs of the Museum.

8.2 Committee Members

- (a) The Committee is to consist of:
 - (i) the office holders of the Museum; and
 - (ii) not less than one other Member if available.
- (b) The maximum number of other Members of the Committee is to be determined by the Committee.
- (c) The office holders of the Museum are:
 - (i) the Chairperson;
 - (ii) the Vice-Chairperson;
 - (iii) the Secretary; and
 - (iv) the Treasurer.

- (d) A Committee Member must be:
 - (i) a natural person;
 - (ii) over 18 years in age; and
 - (iii) a Member.
- (e) No person shall be entitled to hold more than one of the positions set out in Rule 8.2(c) at any time.
- (f) No person shall be entitled to hold a position on the Committee if the person has been convicted of, or imprisoned in the previous five years for:
 - (i) an indictable offence in relation to the promotion, formation or management of a body corporate;
 - (ii) an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - (iii) an offence under Part 4 Division 3 or section 127 of the Act;unless the person has obtained the consent of the Commissioner.
- (g) No person shall be entitled to hold a position on the Committee if the person is, according to the *Interpretation Act* section 13D, a bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner.

9. ROLE AND RESPONSIBILITIES OF COMMITTEE MEMBERS

9.1 Obligations of the Committee

The Committee must take all reasonable steps to ensure the Museum complies with its obligations under the Act and these Rules.

9.2 Responsibilities of Committee Members

- (a) A Committee Member must exercise his or her powers and discharge his or her duties with a degree of care and diligence that a reasonable person would exercise in the circumstances.
- (b) A Committee Member must exercise his or her powers and discharge his or her duties in good faith in the best interests of the Museum and for a proper purpose.
- (c) A Committee Member or former Committee Member must not improperly use information obtained because he or she is a Committee Member to:
 - (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Museum
- (d) A Committee Member or former Committee Member must not improperly use his or her position to:

- (i) gain an advantage for himself or herself or another person; or
 - (ii) cause detriment to the Museum.
- (e) A Committee Member having any material personal interest in a matter being considered at a Committee Meeting must:
- (i) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Committee;
 - (ii) disclose the nature and extent of the interest at the next General Meeting of the Museum; and
 - (iii) not be present while the matter is being considered at the Committee Meeting or vote on the matter.
- (f) Rule 9.2(e) does not apply in respect of a material personal interest that:
- (i) exists only because the Committee Member belongs to a class of persons for whose benefit the Museum is established; or
 - (ii) the Committee Member has in common with all, or a substantial proportion of, the Members of the Museum
- (g) The Secretary must record every disclosure made by a Committee Member under Rule 9.2(e) in the minutes of the Committee Meeting at which the disclosure is made.
- (h) No Committee Member shall make any public statement or comment or cause to be published any words or article concerning the conduct of the Museum unless the person is authorised by the Committee to do so and such authority is recorded in the minutes of the Committee Meeting.

9.3 Chairperson

The Chairperson:

- (a) must consult with the Secretary regarding the business to be conducted at each Committee Meeting and each General Meeting;
- (b) may convene special meetings of the Committee under Rule 12.1(c);
- (c) may preside over Committee Meetings under Rule 12.3;
- (d) may preside over General Meetings under Rule 14.4; and
- (e) must ensure that the minutes of a General Meeting or Committee Meeting are reviewed and signed as correct under Rule 17.1(c).

9.4 Secretary

The Secretary must:

- (a) co-ordinate the correspondence of the Museum.

- (b) consult with the Chairperson about all business to be conducted at meetings and convene General Meetings and Committee Meetings, including preparing the notices of meetings and of the business to be conducted at each meeting.
- (c) keep and maintain in an up-to-date condition the Rules of the Museum as required by Rule 24.1 and any by-laws of the Museum made in accordance with Rule 25.
- (d) maintain the register of the Members, referred to in Rule 7.1.
- (e) maintain the record of office holders of the Museum, referred to in Rule 9.6;
- (f) ensure the safe custody of the Books (with the exception of the Accounting Records) of the Museum under Rule 24.1;
- (g) keep full and correct minutes of Committee Meetings and General Meetings; and
- (h) perform any other duties as are imposed by these Rules or the Museum on the Secretary.

9.5 Treasurer

The Treasurer must:

- (a) ensure all moneys payable to the Museum are collected, and that receipts are issued for those moneys in the name of the Museum.
- (b) ensure the payment of all moneys referred to in Rule 9.5(a) into the account or accounts of the Museum as the Committee may from time to time direct;
- (c) ensure timely payments from the funds of the Museum with the authority of a General Meeting or of the Committee.
- (d) ensure that the Museum complies with the account keeping requirements in Part 5 of the Act.
- (e) ensure the safe custody of the Financial Records of the Museum and any other relevant records of the Museum.
- (f) coordinate the preparation of the Financial Statements of the Museum prior to their submission to the annual general meeting of the Museum.
- (g) assist the reviewer or auditor (if any) in performing their functions; and
- (h) perform any other duties as are imposed by these Rules or the Museum on the Treasurer.

9.6 Record of Office Holders

- (a) The Secretary or a person authorised by the Committee from time to time must maintain a record of office holders.
- (b) The record of office holders must include:
 - (i) the full name of each office holder;

- (ii) the office held and the dates of appointment and (if applicable) cessation of the appointment; and
 - (iii) a current contact postal, residential or email address of each office holder.
- (c) The record of office holders must be kept and maintained at the Secretary's place of residence, or at such other place as the Committee decides.

9.7 Inspecting the Record of Office Holders

- (a) Any Member is able to inspect the record of office holders free of charge, at such time and place as is mutually convenient to the Museum and the Member.
- (b) The Member may make a copy of details from the record of office holders but has no right to remove the record for that purpose.

10. APPOINTING COMMITTEE MEMBERS

10.1 Appointment to the Committee

Committee Members are appointed to the Committee by:

- (a) election at an AGM; or
- (b) appointment to fill a casual vacancy under Rule 11.1(b).

10.2 Nominating for Membership of the Committee

- (a) A Member who wishes to be a Committee Member must be nominated by one other Member as a candidate for election.
- (b) Nominations for election to the Committee shall close at least 28 days before the AGM.
- (c) The Secretary must send a notice calling for nominations for election to the Committee and specifying the date for the close of nominations to all Members at least 14 days before the date for the close of nominations.
- (d) The nomination for election must be:
 - (i) in writing; and
 - (ii) delivered to the Secretary on or before the date for the close of nominations.
- (e) A Member may only be nominated for one position on the Committee prior to the AGM.
- (f) If a nomination for election to the Committee is not made in accordance with Rules 12.2(a)-(e) the nomination is to be deemed invalid and the Member will not be eligible for election unless Rule 10.3(c) takes effect.

10.3 Electing Committee Members

- (a) If the number of valid nominations received under Rule 10.2 is equal to the number of vacancies to be filled for the relevant position on the Committee, the Member nominated shall be deemed to be elected at the AGM.
- (b) If the number of valid nominations exceeds the number of vacancies to be filled for the relevant position on the Committee, elections for the positions must be conducted at the AGM.
- (c) If there are not enough valid nominations to fill the number of vacancies for the relevant positions on the Committee, the candidates nominated (if any) shall be deemed to be elected and further nominations may be received from the floor of the AGM.
- (d) Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- (e) If an insufficient number of nominations are received from the floor for the number of vacancies on the Committee that remain, each relevant position on the Committee is declared vacant by the person presiding at the AGM and Rule 11.1(b) applies.
- (f) The elections for office holders or ordinary Committee Member are to be conducted at the AGM in the manner directed by the Committee.
- (g) A list of candidates, names in alphabetical order, with the names of the Members who nominated each candidate, must accompany the notice of the AGM.

10.4 Voting in Elections for Membership of the Committee

- (a) Subject to Rule 16.3(d), each Member present and eligible to vote at the AGM may vote for one candidate for each vacant position on the Committee.
- (b) A Member who nominates for election or re-election may vote for himself or herself.

10.5 Term of Office of Committee Members

- (a) The Committee Members appointed on incorporation of the Museum will hold office until the conclusion of the first AGM of the Museum and will be eligible for re-election.
- (b) At each AGM of the Museum, the appointment of the Committee Members at the AGM will be for a term of one year.
- (c) Subject to Rule 10.5(a), a Committee Member's term will commence on the date of his or her:
 - (i) election at an AGM; or
 - (ii) appointment to fill a casual vacancy that arises under Rule 11.1(b).

- (d) All retiring Committee Members are eligible, on nomination under Rule 10.2, for re-election.

11. CEASING TO BE A MEMBER OF THE MANAGEMENT COMMITTEE

11.1 Vacant Positions on the Committee

- (a) A casual vacancy occurs in the office of a Committee Member and that office becomes vacant if the Committee Member:

- (i) dies;
- (ii) ceases to be a Member;
- (iii) becomes disqualified from holding a position under Rule 10.2 (f) or (g) as a result of bankruptcy or conviction of a relevant criminal offence;
- (iv) becomes permanently incapacitated by mental or physical ill-health;
- (v) resigns from office under Rule 11.2;
- (vi) is removed from office under Rule 11.3; or
- (vii) is absent from more than:
 - A. three consecutive Committee Meetings without a good reason; or
 - B. three Committee Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Committee Meetings,

where the Member received notice of the meetings, and the Committee has resolved to declare the office vacant.

- (b) If a position on the Committee is declared vacant under Rule 10.3(e), or there is a casual vacancy within the meaning of Rule 11.1(a), the continuing Committee Members may:
 - (i) appoint a Member to fill that vacancy until the conclusion of the next AGM; and
 - (ii) subject to Rule 11.1(c), act despite the vacant position on the Committee.
- (c) If the number of Committee Members is less than the number fixed under Rule 14.3 as the quorum for Committee Meetings, the continuing Committee Members may act only to:
 - (i) increase the number of Members on the Committee to the number required for a quorum; or
 - (ii) convene a General Meeting of the Museum.

11.2 Resigning from the Committee

- (a) A Committee Member may resign from the Committee by giving written notice of resignation to the Secretary, or if the Committee Member is the Secretary, to the Chairperson.
- (b) The Committee Member resigns:
 - (i) at the time the notice is received by the Secretary or Chairperson under Rule 11.2(a); or
 - (ii) if a later time is stated in the notice, at the later time.

11.3 Removal from Committee

- (a) Subject to Rule 11.1(a)(vii), a Committee Member may only be removed from his or her position on the Committee by resolution at a General Meeting of the Museum if a majority of the Members present and eligible to vote at the meeting vote in favour of the removal.
- (b) The Committee Member who faces removal from the Committee must be given a full and fair opportunity at the General Meeting to decide the proposed resolution, to state his or her case as to why the Member should not be removed from his or her position on the Committee.
- (c) If all Committee Members are removed by resolution at a General Meeting, the Members must, at the same General Meeting, elect an interim Committee. The interim Committee must, within two months, convene a General Meeting of the Museum for the purpose of electing a new Committee.

12. COMMITTEE MEETINGS

12.1 Meetings of the Committee

- (a) The Committee must meet at least three times in each year.
- (b) The Committee is to determine the place and time of all Committee Meetings.
- (c) Special meetings of the Committee may be convened under Rule 12.2 by:
 - (i) the Chairperson; or
 - (ii) any two Committee Members.

12.2 Notice of Committee Meetings

- (a) The Secretary must give each Committee Member at least 48 hours' notice of each Committee Meeting before the time appointed for holding the meeting.
- (b) Notice of a Committee Meeting must specify the general nature of the business to be transacted at the meeting.
- (c) Subject to Rule 12.2(d), only the business specified on the notice of the Committee Meeting is to be conducted at that meeting.

- (d) Urgent business may be conducted at Committee Meetings if the Committee Members present at a Committee Meeting unanimously agree to treat the business as urgent.

12.3 Quorum for Committee Meetings

Any five Committee Members constitute a quorum for the conduct of the business at a Committee Meeting.

12.4 Chairing at Committee Meetings

- (a) The Chairperson or, in the Chairperson's absence, the Vice-Chairperson is to preside as Chairperson of each Committee Meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as Chairperson at the Committee Meeting.

12.5 Procedure of the Committee Meeting

- (a) The quorum for a Committee Meeting is specified at clause 14.3.2. The Committee cannot conduct business unless a quorum is present.
- (b) If, within half an hour of the time appointed for the meeting, a quorum is not present the meeting is to stand adjourned to the same time, day and place in the following week.
- (c) If at a meeting adjourned under Rule 12.5(b), a quorum is not present within half an hour of the time appointed for the meeting, the Committee Members personally present will constitute a quorum.
- (d) Committee Meetings may take place:
 - (i) where the Committee Members are physically present together; or
 - (ii) where the Committee Members are able to communicate by using any technology that reasonably allows the Committee Member to participate fully in discussions as they happen in the Committee Meeting and in making decisions, provided that the participation of the Member in the Committee Meeting must be made known to all other Members.
- (e) A Committee Member who participates in a meeting as set out in Rule 12.5(d)(ii):
 - (i) is deemed to be present at the Committee Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,
 - (iii) until the Committee Member notifies the other Committee Members that he or she is no longer taking part in the Committee Meeting.
- (f) Subject to these Rules, the Committee Members present at the Committee Meeting are to determine the procedure and order of business to be followed at a Committee Meeting.

- (g) All Committee Members have the right to attend and vote at Committee Meetings.
- (h) All Members, or other guests, may attend Committee Meetings if invited by the Committee but the person shall not have any right to comment without invitation, or any right to vote, or to be provided with copies of any agenda, minutes of meetings, or documents presented to such meetings.
- (i) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all Committee Meetings together with a record of the names of persons present at each meeting.

12.6 Voting at Committee Meetings

- (a) Each Committee Member present at a Committee Meeting has a deliberate vote.
- (b) A question arising at a Committee Meeting is to be decided by a majority of votes, but if there is an equality of votes, the Chairperson of the Committee Meeting as set out in Rule 14.4 is entitled to exercise a second or casting vote.
- (c) Decisions may be made by general agreement or a show of hands.
- (d) A poll by secret ballot may be used if the Committee prefers to determine a matter in this way and the person presiding over the Committee Meeting is to oversee the ballot.

12.7 Acts not Affected by Defects or Disqualifications

Any act performed by the Committee, a sub-committee or a person acting as a Committee Member is deemed to be valid even if the act was performed when:

- (a) there was a defect in the appointment of a Committee Member, sub-committee or person holding a subsidiary office; or
- (b) a Committee Member, a sub-committee Member or a person holding a subsidiary office was disqualified from being a Member.

13. REMUNERATION OF COMMITTEE MEMBERS

- (a) The Museum may pay a Committee Member's travelling and other expenses as properly incurred:
 - (i) in attending Committee Meetings or sub-committee meetings;
 - (ii) in attending any General Meetings of the Museum; and
 - (iii) in connection with the Museum's business.
- (b) Committee Members must not receive any remuneration for their services as Committee Members other than as described at Rule 13(a).

14. GENERAL MEETINGS

14.1 Procedure for General Meetings

- (a) General Meetings may take place:
 - (i) where the Members are physically present together; or
 - (ii) where the Members are able to communicate by using any technology that reasonably allows the Member to participate fully in discussions as they happen in the General Meeting and in making any decisions, provided that the participation of the Member in the General Meeting must be made known to all other Members.
- (b) A Member who participates in a meeting as set out in Rule 14.1(a)(ii):
 - (i) is deemed to be present at the General Meeting; and
 - (ii) continues to be present at the meeting for the purposes of establishing a quorum,

until the Member notifies the other Members that he or she is no longer taking part in the General Meeting.

14.2 Quorum for General Meetings

- (a) A minimum of fifteen percent (15%) of Members personally present (being Members entitled to vote under these Rules at a General Meeting) will constitute a quorum for the conduct of business at a General Meeting.
- (b) Subject to Rules 17.2(c) and (d), no business is to be conducted at a General Meeting unless a quorum of Members entitled to vote under these Rules is present at the time when the meeting is considering that item.
- (c) If, within half an hour of the time appointed for the commencement of a General Meeting, a quorum is not present:
 - (i) in the case of a Special General Meeting, the meeting lapses; or
 - (ii) in the case of an AGM, the meeting is to stand adjourned to:
 - A. the same time and day in the following week; and
 - B. the same place unless another place is specified by the Chairperson at the time of the adjournment or by written notice to the Members given before the day to which the meeting is adjourned.
- (d) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the Members present are to constitute a quorum.

14.3 Notice of General Meetings and Motions

- (a) The Secretary must give at least:

- (i) 14 days' notice of a General Meeting to each Member, or
 - (ii) 21 days' notice of a General Meeting to each Member if a Special Resolution is proposed to be moved at the General Meeting.
- (b) The notice convening a General Meeting must specify:
- (i) the place, date and time of the meeting; and
 - (ii) the particulars and order of the business to be conducted at the meeting.
- (c) The notice convening a General Meeting, or any notice of motion must be issued in the manner prescribed by Rule 2.2.

14.4 Presiding Member

- (a) The Chairperson or, in the Chairperson's absence, the Deputy-Chairperson is to preside as Chairperson of each General Meeting.
- (b) If the Chairperson and the Deputy-Chairperson are absent or unwilling to act, the remaining Committee Members must choose one of their number to preside as Chairperson at the General Meeting.

14.5 Adjournment of General Meetings

- (a) The person presiding over a General Meeting, at which a quorum is present, may adjourn the meetings from time to time and place to place with the consent of the majority of Members present at the meeting.
- (b) No business is to be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) When a General Meeting is adjourned for 14 days or more, the Secretary must give notice of the adjourned meeting in accordance with Rules 2.2 and 14.1 as if that General Meeting was a new General Meeting.

15. SPECIAL GENERAL MEETINGS

15.1 Special General Meeting

- (a) The Committee may at any time convene a Special General Meeting of the Museum
- (b) The Secretary must convene a Special General Meeting of the Museum within 28 days after receiving a written request to do so from at least 20 per cent of the total number of Members.

15.2 Request for Special General Meeting

A request by the Members for a Special General Meeting must:

- (a) state the purpose of the meeting;
- (b) be signed by the required number of Members making the request as specified in Rule 15.1(b); and

- (c) be lodged with the Secretary.

15.3 Failure to Convene Special General Meeting

- (a) If the Secretary fails to convene a Special General Meeting within the 28 days referred to in Rule 15.1(b), the Members who made the request; may convene a Special General Meeting within 3 months after the original request was lodged as if the Members were the Committee.
- (b) A Special General Meeting must be convened in the same or substantially the same manner as General Meetings are convened by the Committee and the Museum must pay the reasonable expenses of convening and holding the Special General Meeting.

16. MAKING DECISIONS AT GENERAL MEETINGS

16.1 Special Resolutions

- (a) A Special Resolution must be moved at a General Meeting where notice of the Special Resolution has been given under Rule 16.1(c).
- (b) A Special Resolution of the Museum is required to:
 - (i) amend the name of the Museum;
 - (ii) amend the Rules, under Rule 21.2;
 - (iii) affiliate the Museum with another body;
 - (iv) transfer the incorporation of the Museum;
 - (v) amalgamate the Museum with one or more other incorporated associations;
 - (vi) voluntarily wind up the Museum;
 - (vii) cancel incorporation; or
 - (viii) request that a statutory manager be appointed.
- (c) Notice of a Special Resolution must:
 - (i) be in writing;
 - (ii) include the place, date and time of the meeting;
 - (iii) include the intention to propose a Special Resolution;
 - (iv) set out the wording of the proposed Special Resolution; and
 - (v) be given in accordance with Rule 2.2.
- (d) If notice is not given in accordance with Rule 16.1(c), the Special Resolution will have no effect.

- (e) A Special Resolution must be passed at a General Meeting at which there is a quorum and be supported by the votes of not less than three-fourths of the Members present, in person or by proxy, and eligible to cast a vote at the meeting.

16.2 Ordinary Resolutions

Subject to these Rules, a majority of votes will determine an Ordinary Resolution.

16.3 Voting at meetings

- (a) Subject to these Rules, each ordinary Member has one vote at a General Meeting of the Museum.
- (b) A person casts a vote at a meeting either by:
 - (i) voting at the meeting either in person or through the use of technology as under Rule 14.1(a)(ii); or
 - (ii) by proxy.
- (c) In the case of an equality of votes at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (d) A Member is only entitled to vote at a General Meeting if the Member's name is recorded in the Register as at the date the notice of the General Meeting was sent out under Rule 17.3.

16.4 Proxies

- (a) Each Member is entitled to appoint in writing, a natural person who is also a Member of the Museum to be the Member's proxy, and to attend and vote on the Member's behalf at any General Meeting of the Museum.
- (b) Written notice of the proxy must be given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- (c) No Member may hold more than five proxies.

16.5 Manner of Determining Whether Resolution Carried

- (a) Unless a Poll is demanded under Rule 16.6, if a question arising at a General Meeting of the Museum is determined by general agreement or a show of hands, a declaration must be made by the Chairperson of the General Meeting that the resolution has been:
 - (i) carried unanimously;
 - (ii) carried by a particular majority; or
 - (iii) lost.
- (b) If the declaration relates to a Special Resolution, then subject to Rule 19.1(c), the declaration should state that a Special Resolution has been determined.

- (c) The declaration made under Rule 16.5(a) must be entered into the minute book of the Museum.
- (d) The entry in the minute book of the Museum under Rule 16.5(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

16.6 Poll at General Meetings

- (a) At a General Meeting, a Poll on any question may be demanded by either:
 - (i) the Chairperson of the meeting; or
 - (ii) at least three Members present in person or by proxy.
- (b) If a poll is demanded at a General Meeting, the poll must be taken in a manner as the Chairperson of the meeting directs and a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (c) If a poll is demanded at a General Meeting, the poll must be taken:
 - (i) immediately in the case of a poll which relates to electing a person to preside over the meeting;
 - (ii) immediately in the case of a poll which relates to adjourning the meeting; or
 - (iii) in any other case, in the manner and time before the close of the meeting as the Chairperson directs.

17. MINUTES OF MEETINGS

17.1 Minutes of Meetings

- (a) The Secretary or a person authorised by the Committee from time to time must keep minutes of the resolutions and proceedings of all General Meetings and Committee Meetings together with a record of the names of persons present at each meeting.
- (b) The minutes are to be taken and then to be entered within 30 days after the holding of each meeting, into a minute book kept for that purpose.
- (c) The Chairperson must ensure that the minutes of a General Meeting or Committee Meeting under Rule 17.1(a) are reviewed and signed as correct by:
 - (i) the Chairperson of the General Meeting or Committee Meeting to which those minutes relate; or
 - (ii) the Chairperson of the next succeeding General Meeting or Committee Meeting.
- (d) When minutes have been entered and signed as correct under this Rule, they are, until the contrary is proved, evidence that:
 - (i) the General Meeting or Committee Meeting to which they relate was duly convened and held;

- (ii) all proceedings recorded as having taken place at the General Meeting or Committee Meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the meeting have been validly made.
- (e) The minutes of General Meetings may be inspected by a Member under Rule 24.2.
- (f) The minutes of Committee Meetings may be inspected by a Member under Rule 24.2 unless the Committee determines that the minutes of Committee Meetings generally, or the minutes of a specific Committee Meeting are not to be available for inspection.

18. FUNDS AND ACCOUNTS

18.1 Control of Funds

- (a) The funds of the Museum must be kept in an account in the name of the Museum in a financial institution determined by the Committee.
- (b) The funds of the Museum are to be used in pursuance of the objects of the Museum.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Museum must be signed by:
 - (i) any two Committee Members; or
 - (ii) one Committee Member and a person authorised by the Committee.
- (d) All expenditure above the maximum amount set by the Committee from time to time must be approved or ratified at a Committee Meeting.

18.2 Source of Museum Funds

- (a) The funds of the Museum may be derived from donations, fund raising activities, grants, interest, and any other sources approved by the Committee.
- (b) The Museum must, as soon as practicable:
 - (i) deposit all money received by the Museum, to the credit of the Museum's bank account, without deduction; and
 - (ii) after receiving any money, issue an appropriate receipt.

18.3 Financial Records

- (a) The Museum must keep Financial Records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared in accordance with Part 5 of the Act.

- (b) The Museum must retain its Financial Records for at least 7 years after the transactions covered by the records are completed.

18.4 Financial Statements and Financial Reports

- (a) For each financial year, the Museum must ensure that the requirements under Part 5 of the Act are met.
- (b) Without limiting sub-Rule (a), those requirements include—
 - (i) the preparation of the Financial Statements; and
 - (ii) the presentation of the Financial Statements to the annual general meeting of the Museum (and, if required, a copy of the report of the review or auditor's report, whichever is applicable).

18.5 Review or Audit of Financial Statements or Financial Report

The Museum must ensure that a review or audit is undertaken of the Financial Statements or Financial Report of the Museum if:

- (a) the by-laws of the Museum require a review or audit;
- (b) the Members require a review or audit by resolution at a General Meeting;
- (c) an audit or review is directed by the Commissioner; or
- (d) an audit or review is required as a condition of a funding arrangement; or holding of a charitable collections licence.

19. FINANCIAL YEAR OF THE MUSEUM

- (a) The Museum's Financial Year will be the period of 12 months commencing on 1st July and ending on 30th June of each year.
- (b) The first Financial Year of the Museum shall be the period ending on the next 30th June following incorporation.

20. ANNUAL GENERAL MEETINGS

20.1 Annual General Meeting

- (a) Subject to Rules 20.1(b) and 20.1(c), the Museum must convene an AGM each calendar year:
 - (i) within 6 months after the end of the Museum's Financial Year; or
 - (ii) within a longer period as the Commissioner may allow.
- (b) The Museum may hold its first AGM at any time within the period of 18 months after incorporation under the Act.
- (c) If the Museum requires the approval from the Commissioner to hold its AGM within a longer period under Rule 20.1(a)(ii), the Secretary must apply to the Commissioner no later than four months after the end of the Museum's Financial Year.

20.2 Notice of AGM

The notice convening an AGM must be sent to Members at least one weeks before the meeting.

20.3 Business to be Conducted at AGM

- (a) Subject to Rule 20.2, the AGM of the Museum is to be convened on a date, time and place as the Committee decides.
- (b) At each AGM of the Museum, the Museum:
 - (i) must confirm the minutes of the last preceding AGM and of any Special General Meeting held since that meeting if the minutes of that Special General Meeting have not yet been confirmed;
 - (ii) must receive the Financial Statements of the Museum for the preceding Financial Year;
 - (iii) if applicable, must present a copy of the report of the review or the auditor's report to the Museum; and
 - (iv) must elect or appoint the office holders and ordinary Committee Members.

21. RULES OF THE MUSEUM

21.1 Rules of the Museum

- (a) These Rules bind every Member and the Museum, and each Member agrees to comply with these Rules.
- (b) The Museum must provide, free of charge, a copy of the Rules in force, at the time Membership commences, to each person who becomes a Member under Rule 4.4
- (c) The Museum must keep a current printed copy of the Rules.

21.2 Amendment of Rules, Name and Objects

- (a) The Museum may alter, rescind or add to these Rules by Special Resolution in accordance with Rule 20 and not otherwise.
- (b) When a Special Resolution amending the Rules is passed, the required documents must be lodged with the Commissioner within:
 - (i) one month after the Special Resolution is passed; or
 - (ii) a longer period as the Commissioner may allow.
- (c) Subject to Rule 22.2(d), an amendment to the Rules does not take effect until the required documents are lodged with the Commissioner under Rule 22.2(b).
- (d) An amendment to the Rules that changes or has the effect of changing:
 - (i) the name of the Museum; or

- (ii) the objects or purposes of the Museum,

does not take effect until the required documents are lodged with the Commissioner under Rule 22.2(b) and the approval of the Commissioner is given in writing.

22. BY-LAWS OF THE MUSEUM

22.1 The Members of the Museum may make, amend and repeal by-laws for the management of the Museum by Ordinary Resolution at a General Meeting provided that the by-laws are not inconsistent with the Rules or the Act.

22.2 The by-laws made under Rule 22.1:

- (a) Do not form part of the Rules;
- (b) May make provision for:
 - (i) classes of Membership and the rights and obligations that apply to each class of Membership;
 - (ii) requirements for financial reporting, financial accountability or audit of accounts in addition to those prescribed by the Act and the Rules;
 - (iii) restrictions on the powers of the Committee including the power to dispose of assets;
 - (iv) a requirement for Members to hold a specified educational, trade or professional qualification; and
 - (v) any other matter that the Museum considers necessary or appropriate; and
- (c) must be available for inspection by Members.

23. AUTHORITY REQUIRED TO BIND MUSEUM

23.1 Executing Documents

- (a) The Museum may execute a document without using a common seal if the document is signed by:
 - (i) any two Committee Members; or
 - (ii) one Committee Member and a person authorised by the Committee.

24. THE MUSEUM'S BOOKS AND RECORDS

24.1 Custody of the Books of the Association

- (a) Except as otherwise decided by the Committee from time to time, the Secretary must keep in his or her custody or under his or her control all of the Books of the Museum with the exception of the Financial Records which, except as otherwise directed by the Committee from time to time, are to be kept under the custody or control of the Treasurer.

- (b) The Books of the Museum must be retained for at least 7 years.

24.2 Inspecting the Books of the Museum

- (a) Subject to these Rules, and in particular Rule 24.1, a Member is able to inspect the Books of the Museum free of charge at such time and place as is mutually convenient to the Museum and the Member.
- (b) A Member must contact the Secretary to request to inspect the Books of the Museum.
- (c) The Member may copy details from the Books of the Museum but has no right to remove the Books of the Museum for that purpose.

24.3 Prohibition on Use of Information in the Books of the Museum

- (a) A Member must not use or disclose information in the Books of the Museum except for a purpose:
 - (i) that is directly connected with the affairs of the Museum; or
 - (ii) related to the provision of the information to the Commissioner in accordance with a requirement of the Act.

24.4 Returning the Books of the Museum

- (a) Outgoing Committee Members are responsible for transferring all relevant assets and Books of the Museum to the new Committee within 14 days of ceasing to be a Committee Member.

25. DISTRIBUTION OF SURPLUS PROPERTY ON CANCELLATION OF INCORPORATION OR WINDING UP

Surplus Property, in relation to the Association, means property remaining after satisfaction of —

- (a) the debts and liabilities of the Association; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of the Association,

but does not include books relating to the management of the Association.

On the cancellation of the incorporation or the winding up of the Association, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act.

26. CONFLICT OF INTEREST POLICY

26.1 Purpose

The purpose of this policy is to help Committee Members of Technology Museum of WA Inc. to effectively identify, disclose and manage any actual, potential or perceived conflicts of interest in order to protect the integrity of Technology Museum of WA Inc. and manage risk.

26.2 Objective

The Technology Museum of WA Inc. management committee, (called the 'management committee' in this policy) aims to ensure that Committee Members are aware of their obligation to disclose any conflicts of interest that they may have, and to comply with this policy to ensure they effectively manage those conflicts of interest as representatives of Technology Museum of WA Inc.

26.3 Scope

This policy applies to the Committee Members of Technology Museum of WA Inc.

26.4 Definition of conflicts of interests

A conflict of interest occurs when a person's personal interests' conflict with their responsibility to act in the best interests of the charity.

Personal interests include direct interests, as well as those of family, friends, or other organisations a person may be involved with or have an interest in (for example, as a shareholder).

It also includes a conflict between a Committee Member's duty to Technology Museum of WA Inc. and another duty that the Committee Member has (for example, to another charity). A conflict of interest may be actual, potential or perceived and may be financial or non-financial.

These situations present the risk that a person will make a decision based on, or affected by, these influences, rather than in the best interests of the charity.

Therefore, these situations must be managed accordingly.

26.5 Policy

This policy has been developed to address conflicts of interest affecting Technology Museum of WA Inc.

Conflict of interest are common, and they do not need to present a problem to the charity as long as they are openly and effectively managed.

It is the policy of Technology Museum of WA Inc., as well as a responsibility of the management committee, that ethical, legal, financial or other conflicts of interest be avoided and that any such conflicts (where they do arise) do not conflict with the obligations to Technology Museum of WA Inc.

Technology Museum of WA Inc. will manage conflicts of interest by requiring Committee Members to:

- avoid conflicts of interest where possible
- identify and disclose any conflicts of interest
- carefully manage any conflicts of interest, and
- follow this policy and respond to any breaches.

26.5.1 Responsibility of the Management Committee

The management committee is responsible for:

- establishing a system for identifying, disclosing and managing conflicts of interest across the charity
- monitoring compliance with this policy, and
- reviewing this policy on an annual basis to ensure that the policy is operating effectively.

The charity must ensure that its Committee Members are aware of the ACNC governance standards, particularly governance standard 5, and that they disclose any actual or perceived material conflicts of interests as required by governance standard 5.

26.5.2. Identification and disclosure of conflicts of interest

Once an actual, potential or perceived conflict of interest is identified, it must be entered into Technology Museum of WA Inc.'s register of interests, as well as being raised with the management committee.

Where every other Committee Member shares a conflict, the management committee should refer to ACNC Governance Standard 5 to ensure that proper disclosure occurs.

The register of interests must be maintained by the secretary. The register must record information related to a conflict of interest (including the nature and extent of the conflict of interest and any steps taken to address it).

26.5.3 Confidentiality of disclosures

All Members of the Technology Museum of WA Inc. will have access to the conflict-of-interest information.

26.6 Action required to manage conflicts of interest

26.6.1. Conflicts of interest of Committee Members

Once the conflict of interest has been appropriately disclosed, the management committee (excluding the Committee Member who has made the disclosure, as well as any other conflicted Committee Member) must decide whether or not those conflicted Committee Members should:

- vote on the matter (this is a minimum),
- participate in any debate, or
- be present in the room during the debate and the voting.

In exceptional circumstances, such as where a conflict is very significant or likely to prevent a Committee Member from regularly participating in discussions, it may be worth the management committee considering if it is appropriate for the person conflicted to resign from the management committee.

26.6.2. Considerations when deciding what action to take

In deciding what approach to take, the management committee will consider:

- whether the conflict needs to be avoided or simply documented
- whether the conflict will realistically impair the disclosing person's capacity to impartially participate in decision-making
- alternative options to avoid the conflict
- the charity's objects and resources, and
- the possibility of creating an appearance of improper conduct that might impair confidence in, or the reputation of, the charity.

The approval of any action requires the agreement of at least a majority of the management committee (excluding any conflicted Committee Member/s) who are present and voting at the meeting.

The action and result of the voting will be recorded in the minutes of the meeting and in the register of interests.

26.7. Compliance with this policy

If the management committee has a reason to believe that a person subject to the policy has failed to comply with it, it will investigate the circumstances.

If it is found that this person has failed to disclose a conflict of interest, the management committee may take action against them. This may include seeking to terminate their relationship with the charity.

If a person suspects that a Committee Member has failed to disclose a conflict of interest, they can discuss the issue with the person in question. If they do not wish to discuss the issue with the person in question or they still believe that there has been a breach they must notify the management committee, and the person responsible for maintaining the register of interests.

Museum Contacts

For questions about this policy, contact the management committee, Chairperson or Secretary by email on admin@technologymuseumwa.org.

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