

## A Brief History of the Denmark Men's Shed.

The idea of a Men's Shed in Denmark has been around for many years but for various reasons the club has never materialised.

At a meeting of the Denmark River Probus Club there was a speaker from the Albany Men's Shed [Mr Mike Taylor] who gave an account of their club and its activities. The fact that the nationally established organisation of clubs [AMSA] and the West Australian division [WAMSA] were available to offer information and assistance in the setting up of the club was of great assistance.

This inspired me [Dr Graham Greenhalgh] to attempt to start the club and at our initial general meetings I was elected to be President.

We also elected other members to office bearer positions, Secretary, Mr Richard Hynes, Treasurer Mr Chris Lindrom.

The committee met on several occasions to formulate a Constitution and a Code of Conduct for the club and these are now the model around which the club will evolve.

We also have a four person committee who have been offered various duties within the club. Vis: Mal Dickie, Publicity officer and grant applications. Further developments in this area will become necessary in the fullness of time. Ie: Workshop Manager, Safety Officer, etc

Several committee members have visited other Men's Sheds in the area to find the nature of their activities and structure and all clubs have seen to be very active within their community, offering support to other organisations, running Craft Fairs, Markets, making seating for local parks etc. They also offer their prime intention, offering support to the less abled, lonely, depressed, etc.

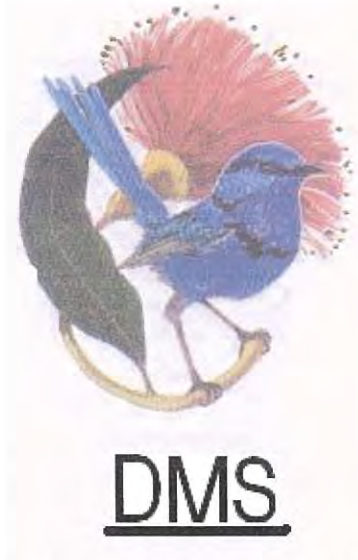
We have so far obtained several donations from both members and commercial establishments in the Denmark locality and a bank account has been established for the club.

As President I have initiated proceedings to obtain registration for the club as an Association with the Dept of Commerce and after placing a notice in local newspapers and undergoing a name search with the Dept the application has now been submitted along with the club's Constitution etc. We anticipate that the registration will take two weeks and then Denmark Men's Shed will be incorporated.

A local resident has kindly offered to allow the club to meet in his workshop until grants etc are obtained for a permanent shed to be built [on the Community Precinct]. This has proven quite successful and we now have upwards of twenty paid up members who are all enthusiastic about the club and its activities.

We will soon complete negotiations concerning insurance for the club and that will give us access to the machinery in the shed. Several members will be taking OHS induction courses to allow them to instruct newcomers on the use of the machinery etc.

The land area required for a permanent shed of 350sq/m including approx 100sq/m built as a clean area for meetings etc for the club has been found within the Community Precinct and discussions have taken place with Mr Dale Stewart regarding the lease of 3600sq/m on a 10/10 year lease [see attached plan]. An arrangement of this kind will be keenly sought by the club as it will provide a permanent focus for the club and enable us to offer a site for our activities and to further enhance the tourist experience of Denmark through fairs, festivals, markets etc in the Community Precinct area.



**Denmark Men's Shed  
Incorporated**

**Rules of  
Association  
[Constitution]**

**Adopted September 2015.**

Index of Paragraphs.

The Constitution of “The Denmark Men’s Shed”.

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# The Constitution of Denmark Men's Shed (Inc).

## 1. Name of Association.

1.1 The name of the association is to be the Denmark Men's shed (Inc) hereinafter referred to as DMS.

## 2. Definitions.

2.1 In these rules, unless the contrary intention appears-

“AGM” is the meeting convened under 18.1 and to be held once per year;

“Assoc” Means Men's Shed Association,

“Committee meeting” means a meeting referred to in rule 10;

“Committee member” means person referred to in 10.1;

“Convene” means to call together for a formal meeting;

“Department” means the government department with responsibility for administering the *Associations Incorporations Act (1987)*;

“Financial year” means a period not exceeding 15 months fixed by the committee, being a period commencing on the date of incorporation of the Association and ending on 30<sup>th</sup> June; and thereafter each period commencing 1<sup>st</sup> July and ending on 30<sup>th</sup> June in the following year;

“GM” Means a meeting to which all members are invited;

“Member” means a member of the Association;

“MC” means Management Committee.

“Ordinary resolution or motion” Means resolution other than a special resolution;

“Poll” means voting conducted in written form (as opposed to show of hands);

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

“Special Resolution” has the meaning given by section 24 of the Act, that is-

A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the Association who are entitled under rules of the Association to vote and vote in person, or where proxies or postal votes are allowed by the rules of the Association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the manner in which a poll may be demanded by at least 3 members of the Association present in person or, where proxies are allowed, by proxy.

If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

“The Act” means the *Associations Incorporation Act 1987*;

“The Association” means the Association referred to in rule 1;

“The Chairperson or President” means-

(a) in relation to the proceedings at a Committee Meeting or General Meeting, the person presiding at the Committee Meeting or General Meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 10.1 or if that person is unable to perform these functions, the Chairperson nominated by the meeting;

“The Commissioner” means the Commissioner for Fair trading exercising powers under the Act;

“The Vice President” means the Vice President referred to in paragraph (b) of rule 10.1

“The Committee” means the Committee of Management of the Association referred to in rule 10.1;

“The Secretary” means the Secretary referred to in paragraph {c} of rule 10.1;

“The Assistant Secretary” Means the Assistant Secretary referred to in paragraph (d) of rule 10.1;

“The Treasurer” means the Treasurer referred to in paragraph {e} of rule 10.1;

### 3. Purpose and Objects.

3.1 The principal purpose of the DMS (inc.) is to promote the prevention and control of malaise in people;

3.2 In furtherance of the principal purpose set out above, the objects of the Association are to:-

- (a) Address the issue of people’s mental, physical and emotional health and well being in the community;
  - (b) Engage the elderly, differently-abled, youth, Veterans, indigenous and other groups of people from Denmark and surrounding areas to specifically address any issues of loneliness, isolation and depression;
  - {c} Support the social interaction of people in transitional periods (e.g. separation, redundancy, bereavement, retirement, ill health, relocation and respite care);
  - (d) Share, disseminate and preserve skills, abilities and interests that are relevant to the community;
  - (e) Facilitate links between people and health related agencies, family organisations and specialist health professionals within the community;
  - (f) Advocate the benefits of partnerships between DMS and the community;
  - (g) Develop a Men’s Shed which can operate on a cost neutral basis, that is, its ongoing costs can be met or exceeded by its revenue;
  - (h) Initiate and continue activities of particular relevance to its members and other people in the community;
  - (i) Provide strong social fabric for people experiencing isolation;
- 3.3 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in promotion of the objects of the Association;
- 3.4 The Association shall maintain a separate Gift Fund to be used for the principal purpose of the Association and to which gifts of money or property for that purpose are made and this fund does not receive any other money and property;
- 3.5 The gift of tools and or equipment to DMS by any person or organisation shall be held by DMS for the sole purpose of furthering the aims of the DMS as determined by the MC.

### 4. Powers of Association.

4.1 The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:-

- (a) Acquire, hold, deal with, and dispose of any real or personal property;
- (b) Open and operate bank accounts;
- {c} To accept any gifts of monies or property, wether to a special trust or not, for any or more of the objectives or purposes of DMS;
- (d) Invest its money:-
  - (i) In any security in which trust monies may lawfully be invested; or
  - (ii) In any other manner authorised by the rules of association;
- (e) Borrow money upon such terms and conditions as the Association thinks fit;
- (f) Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;

- (g) Appoint agents to transact any business of the Association on its behalf;
- (h) Enter into any other contract it considers necessary or desirable;
- (i) To establish and support or aid in the establishment or support, of any other Association whose objectives are similar to DMS;
- (j) To enter into partnership with any other agency or Association whose objectives are similar to those of DMS, and
- (k) May act as trustee and accept and hold real and personal property upon trust, but does not have power to do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of Association;

## 5. Membership.

- 5.1 Membership of the Association shall be open to any individual who promotes, supports, and adheres to the objectives of DMS;
- 5.2 Any individual seeking membership shall make written application to the Management Committee, and the Management Committee shall determine whether the application is successful or not. Applicants denied membership shall be advised in writing, although the Management Committee shall not be required to provide reasons for the rejection of membership.
- 5.3 Each individual admitted to membership shall be bound by the constitution and by-laws of the DMS.
- 5.4 Membership categories:-
  - (i) Ordinary members;
  - (ii) Associate members;
  - (iii) Patron;
  - (iv) The management Committee may at their discretion elect a Patron/s or Vice Patron/s of DMS for such period as may be deemed necessary. Such Patrons/s or Vice Patron/s shall not be able to vote unless they are current members of DMS;
- 5.5 All members of DMS shall have the right to inspect the records and documents of DMS and members may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose;
- 5.6 An applicant whose application for membership of the Association is rejected under sub-rule 5.2 must, if they wish to appeal against that decision, give notice to the Secretary of their intention to do so within a period of 14 days from the date they are advised of the rejection;
- 5.7 When notice is given under sub-rule 5.2 the Association in a general meeting no later than the next annual general meeting, must either confirm or set aside the decision of the Management Committee to reject the application, after having afforded the applicant who gave the notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association at the GM;

## 6. Subscriptions of members of the Association.

- 6.1 There will be a subscription fee for membership of DMS set by the MC, which may be changed by the MC at its will;

## 7. Register of members of the Association.

- 7.1 The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining:-
  - (i) In an up to date condition, a register of the members of the Association and their postal addresses or residential addresses, Phone Numbers, email addresses, age etc and upon request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose;

- 7.2 The register must be kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.
- 7.3 The Secretary must cause the name of a person who dies or ceases to be a member under rule 8 to be deleted from the register of members referred to in sub-rule 7.1;

## 8. Termination of membership of the Association.

8.1 Membership of the Association may be terminated upon:-

- (a) Receipt by the Secretary or other Management Committee member of a notice in writing from a member of their intention to resign from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of the termination; or
- (b) Expulsion of a member in accordance with rule 9.

## 9. Suspension or expulsion of members of the Association.

- 9.1 If the MC considers that a member should be suspended or expelled from membership of the DMS because their conduct is detrimental to the interests of DMS, the MC must communicate, either orally or in writing, to the Member;
- (a) Notice of the proposed suspension or expulsion and of the time, date and place of the MC meeting at which the question of that suspension or expulsion will be decided; and
  - (b) Particulars of that conduct, not less than 30 days before the date of the MC meeting referred to in paragraph (a);
- 9.2 At the MC meeting referred to in a notice communicated under sub-rule 9.1, the MC may, having afforded the Member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the MC, suspend or expel or decline to suspend or expel that Member from membership of the Association and must, forthwith after deciding whether or not to suspend or expel that Member, communicate that decision in writing to that Member.
- 9.3 Subject to sub-rule 9.5 a Member has their membership suspended or ceases to be a Member 14 days after the day on which the decision to suspend or expel a Member is communicated to them under sub-rule 9.2.
- 9.4 A Member who is suspended or expelled under sub-rule 9.2 must, if they wish to appeal against that suspension or expulsion, give notice to the Secretary of their intention to do so within the period of 14 days referred to in sub-rule 9.3.
- 9.5 When notice is given under sub-rule 9.4-
- (a) The DMS in a GM, must either confirm or set aside the decision of the committee to suspend or expel the Member, after having afforded the Member who gave the notice a reasonable opportunity to be heard by, or make representations in writing to, the Association in a GM; and
  - (b) The Member who gave the notice is not suspended or does not cease to be a Member unless and until the decision of the MC to suspend or expel them is confirmed under this sub-rule.

## 10. Management Committee.

10.1 The affairs of the DMS will be managed exclusively by a MC consisting of:-

- (a) A Chairperson or President;
- (b) A Vice Chairperson or President;
- {c} A Secretary;
- (d) An Assistant Secretary;
- (e) A Treasurer; and

- (f) Not less than two other persons known as committee members;  
All of whom must be members of the Association or the DMS club.
- 10.2 Any financial member of DMS is entitled to nominate for a position on the MC, including volunteers or remunerated officers or employees,
- 10.3 A person eligible for election or re-election at an AGM, may at that meeting:-  
(a) Propose or second themselves for election or re-election; and  
(b) Vote for themselves.
- 10.4 Subject to Sub-rule (10.6), a MC member's term will be from their election at an AGM until the election referred to in sub-rule (10.3) at the next AGM after their election, but they are eligible for re-election to membership of the MC.
- 10.5 Subject to Sub-rule (10.6), The Chairperson or President, The Vice Chairperson or Vice President, The Secretary, The Assistant Secretary, and The Treasurer's positions, known as Office Bearers after election at an AGM may retain their positions for two years. At this stage they must stand down at an AGM and not stand for re-election. They may stand for re-election at an AGM after a two year interval. In the event of a replacement officer not being available they may retain the office until a suitable replacement is found but not for longer than 12 months.
- 10.6 If a vacancy remains on the MC, or when a casual vacancy within the meaning of rule 15 occurs in the membership of the MC:-  
(a) The MC may appoint a member to fill that vacancy; and  
(b) A member appointed under this sub-rule will:-  
(i) Hold office until the next election referred to in sub-rule (10.3); and  
(ii) Will be eligible for re-election to membership of the Management Committee at the next following AGM.
- 10.7 The MC may delegate, in writing, to one or more sub-committees [consisting of such members of the Association as the Chairperson or President thinks fit] the exercise of such functions of the MC as are specified in the delegation other than:-  
(a) The power of delegation; and  
(b) A function that is duty imposed on the MC by the Act or any other law.
- 10.8 Any delegation under sub-rule 10.7 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the MC may continue to exercise any function delegated.
- 10.9 The MC may, in writing, revoke wholly or in part any delegation under sub-rule (10.7).
- 10.10 The MC shall meet for dispatch of business as often as the occasion may require, at such time as it may appoint, and may adjourn and otherwise regulate its meetings and proceedings as it thinks fit provided that the MC shall meet at least three times per calendar year.
- 10.11 The Chairperson or President, or at least one of the MC office bearers, or two of the MC Members may at any time convene a meeting of the MC.
- 10.12 A Quorum of the MC shall be one half of the MC in person or in Proxy.
- 10.13 If the Chairperson/President and Vice Chairperson/Vice President are unable to attend, then a temporary Chairperson/President nominated by the remaining MC shall chair this meeting.
- 10.14 Each MC Member, including the Chairperson/President has one (1) deliberate vote.
- 10.15 A question arising at a meeting shall be decided by a majority vote, but if there is a tied vote, the Chairperson/President of the meeting shall have the casting vote, who will also have the option of proposing a motion or accepting a motion and processing the motion to its conclusion.
- 10.16 With the approval of the Chairperson/President or approval of the MC, any Member may invite Non-Members to meetings of the MC to benefit the aims of the DMS.
- 10.17 Should a vacancy occur on the MC, the MC shall appoint a successor until the next AGM or a GM whichever comes first.
- 10.18 A MC member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Associations Incorporations Act 1987 shall comply with that section.



## 11. Chairperson/President.

11. The Chairperson/President must preside at all GMs and MC Meetings.

11.1 In the event of absence from an AGM or GM of the Chairperson/President and the Vice Chairperson/Vice President, a Member elected by other Members present at the AGM or GM must preside at that Meeting.

11.3 In the event of the absence from a MC Meeting of the Chairperson/President a Committee member elected by the other MC Members present at the MC Meeting, must preside at that MC Meeting.

## 12. Secretary.

12.1 The Secretary must:-

(a) Co-ordinate the correspondence of the Association;

(b) Keep full and correct minutes of the proceedings of the MC and of the Association.

{c} Comply on behalf of the Association with:-

(1) Section 27 of the Act with respect to the register of members of the Association, as referred to in rule 7.1;

(2) Section 28 of the Act by keeping and maintaining in an up-to-date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

(3) Section 29 of the Act by means of maintaining a record of:-

(i) The names, postal addresses, email addresses, telephone Numbers etc of the persons who hold the offices [office bearers] of the Association provided for by these rules, including all offices held by the persons who constitute the MC.

(ii) The names, postal addresses, email addresses, telephone numbers etc of any person who is appointed or act as trustees on behalf of the Association.

(iii) Keep up-to-date records of the member's attendances at all meetings, including MC Meetings, AGMs, and GMs.

(iv) Keep up-to-date records in numerical notation order, of motions concerning the efficient running of the DMS passed at MC meetings, AGMs and GMs.

(v) The Secretary must, upon request of a Member of the Association, make available the record for the inspection of the Member and the member may take a copy of or take an extract from the record but will have no right to remove the record for that purpose.

(d) Unless the members resolve otherwise at a GM, have custody of all books, documents, records and registers of the Association, including those referred to in paragraph {c} but other than those required by rule 13 to be kept and maintained by, or in the custody of the Treasurer; and

(e) Perform such other duties as are imposed by these rules or the MC on the Secretary.

12.3 The Secretary must cooperate with the Assistant Secretary in the pursuit of above duties as directed by the MC from time to time.

## 13. Assistant Secretary.

13.1 The Assistant Secretary must cooperate with the Secretary in the pursuit of the duties to be performed by the Secretary as directed by the MC from time to time.

13.2 In the event of the absence of the Secretary at an AGM, a GM, or a MC Meeting, the Assistant Secretary must perform the duties of the Secretary as indicated in section 12.1 (a) to (e).

#### 14. Treasurer.

14 The treasurer must:-

- (a) Be responsible for the receipt of all monies paid to or received by the Treasurer or by any Member on behalf of the Association and must issue receipts for those moneys in the name of the Association (DMS);
- (b) Pay all monies referred to in paragraph (a) into such account or accounts of the Association as the MC may from time to time direct;
- {c} Make payments from the funds of the Association with the authority of a GM or of the MC Meeting and in doing so ensure that all cheques are signed by the Treasurer and at least one other authorised MC Member, or by two others as are authorised by the MC;
- (d) Comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:-
  - (i) Keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) Keeping its accounting records in such a manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) Keeping its accounting records in such a manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
  - (iv) Submitting to all Members at each AGM and GM of the Association, Accounts of the Association showing the financial position of the Association at the end of the immediately preceding year.
- (e) Whenever directed to do so by the Chairperson/President, submit to the MC a report, balance sheet or financial statement in accordance with that direction.
- (f) Cause a statement showing the financial of the DMS to be tabled, and available and to present that statement at all MC Meetings.
- (g) Unless the members resolve otherwise at a GM, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraph (d); and
- (h) Perform such other duties as are imposed by the MC and these rules on the Treasurer.

#### 15. Vacancies in membership of the Management Committee.

15.1 A vacancy occurs in the office of a MC Member and that office becomes vacant if the MC Member:-

- (a) Dies;
- (b) Resigns by notice in writing delivered to the Chairperson/President or, if the MC Member is the Chairperson/President, to the Secretary and that resignation is accepted by resolution of the MC.
- {c} Is convicted of an offence under the Act;
- (d) Is permanently incapacitated by mental or physical ill health;
- (e) Is absent from more than:-
  - (i) Three [3] consecutive MC Meetings ;or
  - (ii) Three [3] MC Meetings in the same financial year without tendering an apology to the person presiding at each of those MC Meetings;  
Of which Meetings a MC Member received the notice, and the MC resolved to declare the office vacant;
- (f) Ceases to be a member of the Association; or
- (g) Is the subject of a resolution passed by a GM of Members terminating their appointment as a MC Member.

## 16. Powers of the Management Committee.

16 The MC shall be responsible for the affairs of the DMS and shall have the power to:-

- 16.1 Employ a person or persons to carry out certain duties required by DMS at salaries or remunerations for such periods of time as may be deemed necessary;
- 16.2 Administer the finances, and to open, operate and close bank accounts as necessary;
- 16.3 Fix the manner in which such bank accounts shall be operated upon;
- 16.4 Collect and enforce payment of such levies, fees and charges as have been deemed necessary and advisable;
- 16.5 Invest the funds of the Association in any authorised manner, as deemed necessary and advisable;
- 16.6 Adjudicate on all matters brought before them in which in any way affect the efficient financial running of the DMS;
- 16.7 Cause minutes to be made of all proceedings at meetings of the MC, and GM of the Membership;
- 16.8 Make, amend and rescind rulings and by-laws of the DMS;
- 16.9 Have the power to form and appoint any committee or committees that may be required for a specific purpose;
- 16.10 Enter into legal/statutory agreements on behalf of DMS;
- 16.11 Appoint officer/s or agent/s to have custody of DMS records, documents and securities;
- 16.12 Cause records of motions in date and numerical order (carried or not) to be maintained by the Secretary or Assistant Secretary.

## 17. Finance

- 17.1 The Treasurer shall cause all funds received by DMS to be deposited into the accounts of DMS at such bank or recognised financial institution as the MC may determine;
- 17.2 The Treasurer shall cause an official receipt to be issued for all monies received by DMS;
- 17.3 The signatories for bank accounts operated by DMS will be two of the following:-
  - (i) The Chairperson/President;
  - (ii) The Vice Chairperson,
  - (iii) The Secretary;
  - (iv) The Assistant Secretary;
  - (v) The Treasurer;
  - (vi) A MC Member;
- 17.4 The MC shall authorise/endorse all accounts payable.
- 17.5 The Treasurer shall cause a statement showing the financial position of the DMS to be tabled at each of the MC Meetings, GM, and AGMs.
- 17.6 The Treasurer shall cause to be submitted, the financial records of the Association to an auditor approved by the MC with sufficient time for the Audited financial records to be presented at the AGM each year.
- 17.7 The Treasurer shall cause a statement of receipts and payments, Assets and liabilities, to be submitted to the AGM. The Auditor's report shall be attached to such financial reports.
- 17.8 The Auditor shall have auditing and accounting knowledge and/or experience and shall examine all the books and accounts of DMS annually. The Auditor shall have power to call for all books, papers, accounts, receipts, etc of the DMS and report thereon to the AGM or at any time as requested by the MC.
- 17.9 The financial year of the DMS shall commence on July 1<sup>st</sup> each year. The Accounts, books and financial records of the DMS shall be audited each year.
- 17.10 The assets and income of the Association shall be applied solely in the furtherance of the objectives and no portion shall be distributed directly or indirectly to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the

Association. Receipts for monies of this nature shall be presented at the time of claim and retained by the Treasurer for inclusion in the DMS's financial records.

## 18. General Meetings

### 18.1 The MC:-

- (a) May at any time convene a special GM;
- (b) Must convene three (3) three GMs in a twelve month period.
- {c} Must convene an AGM within time limits provided for the holding of such meetings by section 23 of the Act, that is, by 31<sup>st</sup> October each year or such longer period as may in a particular case be allowed by the Commissioner, and
- (d) Must be within 45 days of:-
  - (i) Receiving a request in writing to do so from not less than 40% of the Members, convene a Special GM for the purpose specified in that request; or
  - (ii) The Secretary receives notice under rule 9.4, to convene a GM to deal with the appeal to which that notice relates.
- (e) Must, after receiving a notice under rule 5.6, convene a GM, no later than the next AGM, at which the appeal referred to in the notice will be dealt with. Failing that, the applicant is entitled to address the Association at that next AGM in relation to the MC's rejection of their application and the Association at that meeting must confirm or set aside the decision of the MC.

### 18.2 The Members making a request referred to in sub-rule 18.1 (d) (i) must:-

- (a) State in that request for the purpose for which the Special GM concerned is required; and
- (b) Sign that request.

### 18.3 If a Special GM is not convened within the relevant period of 45 days referred to:-

- (a) In sub-rule 18.1 (d) (i), the Members who made the request concerned may themselves convene a Special GM as if they were the MC; or
- (b) In sub-rule 18.1 (d) (ii), the Member who gave the notice concerned may themselves convene a Special GM as if they were the MC.

### 18.4 When a Special GM is convened under sub-rule 18.1 (a) or (b) the Association must pay reasonable expenses of convening and holding the Special General Meeting.

### 18.5 The Secretary must give to all Members not less than 14 days notice of a Special GM and that notice must specify:-

- (a) When and where the Special GM is to be held; and
- (b) Particulars of the business [Agenda] to be transacted at the Special GM concerned and the order in which that business is to be transacted.

### 18.6 The Secretary must give to all Members no less than 14 days notice of an AGM and that notice must specify:-

- (a) When and where the AGM is to be held;
- (b) Particulars of the business [Agenda] to be transacted at the GM and the order in which the business is to be transacted; as follows:-
  - (i) First, the consideration of the accounts and reports of the MC;
  - (ii) Second, The election of MC Members to replace outgoing MC Members; and
  - (iii) Third, any other business requiring consideration by the Association at the AGM.

### 18.7 A Special resolution may be moved either at a Special GM or at an AGM, however; the Secretary must give to all Members not less than 14 days notice of the Meeting at which a Special Resolution is to be proposed. In addition to those matters specified in sub-rule (5) or (6), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.

### 18.8 The Secretary must give notice under sub-rule (5.6), or by:-

- (a) Serving it on a Member personally; or

- (b) Sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under rule 7; or
  - {c} By sending it by electronic means; or
  - (d) By publishing it in an advertisement in the Public Notices section of the local newspaper for General Meetings except for those requiring special resolutions.
- 18.9 When a notice is sent by post under sub-rule 8 (b), sending the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member by ordinary mail.

## 19. Quorum and Proceedings at a General Meeting

- 19.1 At a GM a minimum of two thirds (2/3) of the Membership in person or in Proxy constitute a quorum.
- 19.2 If within 30 minutes after the time specified for the holding of a GM in a notice given under rule 18 (5) or (6):-
- (a) As a result of a request or notice referred to in Rule 18 (1) (c) or as a result of action taken under rule 18 (3) a quorum is not present, the GM lapses; or
  - (b) Otherwise that as a result of a request, notice or action referred to in paragraph (a), the GM stands adjourned to the same time on the same day in the following week and to the same venue.
- 19.3 If within 30 minutes of the time appointed by sub-rule 19.2 (b) for the resumption of an adjourned GM a quorum is not present, the Members who are present in Person or by proxy may nevertheless proceed with the business of the GM as if a quorum were present.
- 19.4 The Chairperson or President may, with consent of a GM at which a quorum is present, and must, if so directed by such a GM, adjourn that GM from time to time and from place to place.
- 19.5 There must not be transacted at an adjourned GM any business other than business left unfinished or on the Agenda at the time when the GM was adjourned.
- 19.6 When a GM is adjourned for a period of 30 days or more, the Secretary must give notice under rule 18 of the adjourned GM as if that GM were a fresh GM.
- 19.7 At a General Meeting:-
- (a) An ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to sub-rule 19; and
  - (b) A special resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 18.7, and, if a poll is demanded, in accordance with sub-rules 8 and 9.
- 19.8 A declaration by the Chairperson or President of a GM, that resolution has been passed as an ordinary resolution at the meeting will be the evidence of that fact unless, during the GM at which the resolution is submitted, a poll is demanded in accordance with sub-rule 19.7 (a).
- 19.9 At a GM, a poll may be demanded by the Chairperson or President or three or more Members present in person or by proxy and, if so demanded, must be taken in such a manner as the Chairperson or President directs.
- 19.10 If A poll is demanded and taken under sub-rule 19.7 (a) in respect of an Ordinary resolution, a declaration by the Chairperson or President of the result of the poll is evidence of the matter so declared.
- 19.11 A poll demanded under sub-rule 19.7 (a) & (b) must be taken immediately on that demand being made.

## 20. Voting rights.

- 20.1 All Registered Members of the Association will have a single vote at all meetings. :-
- (a) Subject to this constitution and to any rights or restrictions attached to any category of Membership, at an AGM, GM or MC Meeting every member present has one vote.
  - (b) A proxy (or representative) is entitled to a separate vote for each Member the person represents, in addition to the vote the person may have in their own right.

- {c} An objection to the qualification of a person to vote at an AGM, GM, or MC Meeting must be:-
  - (i) Raised before or at the meeting at which the vote objected to is given or tendered; and
  - (ii) Referred to the Chairman or President of the meeting, whose decision is final.
- (d) A vote not disallowed by the Chairman or President of a meeting is valid for all purposes.
- (e) A Member is not entitled to exercise a vote at any AGM, GM or MC Meeting:-
  - (i) If a Member is suspended or
  - (ii) Unless all monies due and payable in respect of membership by the Member or proxy has been paid to the Association.

## 21. Minutes of Meetings of the Association.

- 21.1 The Secretary must cause proper minutes of all proceedings of all AGMs, GMs, MCM to be taken and then entered within 30 days after the holding of each Agm, GM or MCM, as the case requires, in a minute book kept for that purpose.
- 21.2 The Chairperson or President must ensure that the minutes taken of an AGM, GM or MCM under sub-rule 21.1 are checked and signed as correct by the Chairperson or President of the AGM, GM or MCM to which those minutes relate or by the Chairperson or President of the next succeeding AGM, GM or MCM, as the case requires.
- 21.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proven, evidence that:-
  - (a) The AGM, GM or MCM to which they relate (in this sub-rule called "The Meeting) was duly held;
  - (b) All proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
  - {c} All appointments or elections purporting to have been made at the meeting have been validly made.

## 22. Rules of Association.

- 22.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 1, 18, and 19 of the Act, which is as follows:-
  - (a) Subject to sub-rule 20.1 (d) and 20.1 (e), the Association may alter its rules by special resolution but not otherwise.
  - (b) Within one month of the passing of a special resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a Member of the MC certifying that the resolution was duly passed as a special resolution and that the rules of the Association as so altered conform to the requirements of the Act;
  - {c} An alteration of the rules of the Association does not take effect until sub-rule 22.1 (b) is complied with;
  - (d) An alteration of the rules of the Association having effect to change the name of the Association does not take effect until sub-rules 21.1(a) to 21.1 {c} are complied with and the approval of the Commissioner is given to the change of name;
  - (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until sub-rule 21.1 (a) to 21.1 {c} are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 22.2 These rules bind every Member and the Association to the same extent as if every Member and the Association had signed these rules and agreed to be bound by all their provisions.
- 22.3 The Commissioner of taxation is to be advised of any changes made to the Constitution or by-laws.

## 23. Common seal of the Association.

- 23.1 The Association must have a Common Seal on which its corporate name appears in legible characters.
- 23.2 The Common Seal of the Association must not be used without the express authority of the MC and every use of that Common Seal must be recorded in the Minute book referred to in rule 21.
- 23.3 The affixing of the Common Seal of the Association must be witnessed by any two of the Chairperson or President, the Secretary and the Treasurer.
- 23.4 The Common Seal of the Association must be kept in the custody of the Secretary or of such other person as the Committee decides from time to time.

## 24. Disputes and mediation.

- 24.1 The grievance procedure set out in this rule applies to disputes under these rules between:-
  - (a) A Member and another Member; or
  - (b) A Member and the Association; or
  - {c} If the Association provides services to Non-Members, those Non-Members who receive services from the Association, and the Association.
- 24.2 If possible, the parties to the dispute should meet and resolve the dispute within 14 days after the dispute comes to the attention of all parties.
- 24.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, the aggrieved party should approach the Chairperson or President or another Member of the MC to help resolve the issue at a local level and in the shortest possible time.
- 24.4 The Chairperson or President (or a CM) will obtain as much information as possible to evaluate the grievance/dispute and suggest options for resolution.
- 24.5 If the person making the complaint is not satisfied with the decision and/or outcome, they have the right to submit a written formal grievance/dispute complaint to the Chairman or President or any CM who must refer the complaint to the MC for consideration at its next available meeting. At that meeting the MC must either, refer the matter to mediation, seek further information or decide on action to resolve the dispute.
- 24.6 If Mediation is recommended, the Mediator must be:-
  - (a) A person chosen by agreement between the parties; or
  - (b) In the absence of agreement:-
    - (i) In the case of a dispute between a Member and another Member, a person appointed by the MC of the association;
    - (ii) In the case of a dispute between a Member or relevant Non-Member (as defined by sub-rule 5 and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 24.7 A member of the Association can be a mediator.
- 24.8 The Mediator cannot be a Member who is party to the dispute.
- 24.9 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 24.10 The mediator, in conducting the mediation, Must:-
  - (a) Give the parties to the mediation process every opportunity to be heard;
  - (b) Allow due consideration by all parties of any written statement submitted by any party; and
  - {c} Ensure that natural justice is accorded to the parties to the dispute through the mediation process.
- 24.11 The mediator must not determine the dispute.
- 24.12 The mediator must be confidential and without prejudice.

- 24.13 If the mediation process does not result in the dispute being resolved, or is not considered in the circumstances, the MC will complete an appropriate investigation and will inform the parties of their decision or recommendations in writing.
- 24.14 The parties can appeal the decision in writing within 14 days.
- 24.15 Following this process, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

## 25. Inspection of records, etc. of the Association.

- 25 A Member may at any reasonable time inspect without charge, the books, documents, records and securities of the Association, and the Member may make a copy of or take an extract from the records but will have no right to remove the record for that purpose.

## 26. Distribution of surplus property on winding up of the Association.

- 26.1 If on the winding up of the Association, any property of the Association remains after satisfaction of debts and liabilities of the Association and costs, charges and expenses of that winding up, that property shall not be paid to or distributed amongst Members of the Association, but shall be distributed to an incorporated association or charity with similar objects to DMS Inc. And which is a registered or exempt charity which has been endorsed by the Commissioner of taxation as a Deductible Gift Recipient under Division 30 of the Income Tax Assessment Act 1997.
- 26.2 If the Gift Fund is wound up or if the endorsement of the Association as a Deductible Gift Recipient is revoked, any surplus assets of the Gift Fund remaining after payment of liabilities attributed to it shall be transferred to a fund, authority or institute covered by Division 30 of the Income Tax Assessment Act 1997 and to which income tax deductible gifts can be made.
- 26.3 In the event of the winding up of or the dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of dissolution.

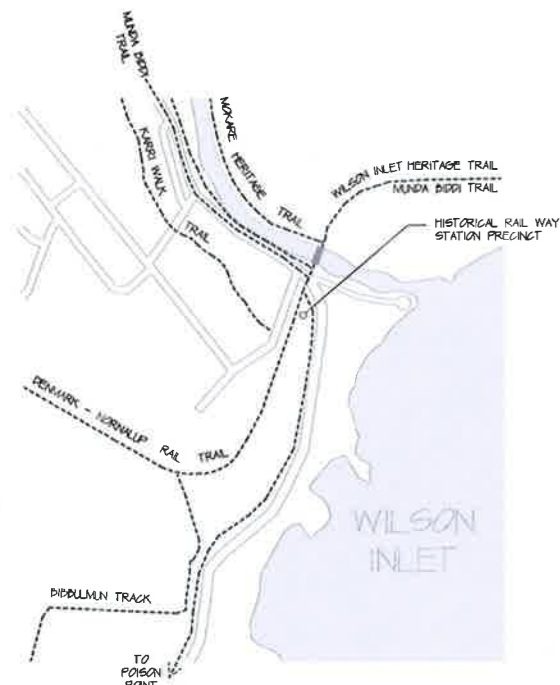
## 27. Altering this Constitution.

- 27.1 This Constitution must not be altered if:-
- (a) If as a result of the alteration, DMS will cease to be a charity;
  - (b) In addition to any notification required under the Act, the Association must notify the Commissioner if a special resolution is passed materially altering rule 3.
- 27.2 This constitution may be altered or changed, subject to sub-rule 27.1 (a) & (b) by a motion [resolution] at;
- (a) An Annual General Meeting,
  - (b) A special General Meeting,
  - {c} Each intended alteration must be notified to the MC at least 30 days prior to the meeting at which the alteration is to be voted upon.

## 28. Headings.

- 28.1 The headings in this constitution are used for convenience and do not affect the interpretation of this constitution.





LOCATION PLAN & TRAIL MAP  
NTS



TIMBER EXPORT



TIMBER LOGGING



WORKMAN & HORSES



DENMARK 1900



DENMARK RAILWAY STATION



DENMARK RAILWAY STATION 1980



REMNANT RAILWAY RAMPS & BRIDGE PIERS

### DENMARK RAILWAY STATION PRECINCT

THE FORMER DENMARK RAILWAY STATION WITH ITS RAILWAY LINES LEADING TO ALBANY AND NORNALUP FORMS AN IMPORTANT PART OF DENMARK'S HISTORICAL HERITAGE. IT PLAYED A LEADING REGIONAL ROLE IN THE DEVELOPMENT OF THE TIMBER INDUSTRY AND IT WAS A VITAL PART IN PEOPLE'S LIVES UNTIL ITS FINAL CLOSURE IN 1987. THIS CONCEPT PLAN PORTRAYS THIS RICH AND INTERESTING HISTORY THROUGH THE DEVELOPMENT OF THE FOLLOWING ELEMENTS.

- A LANDSCAPED PARK ADJACENT TO THE EXISTING MACHINERY SHED WITH EXHIBITION SPACES FOR HISTORICAL MACHINERY AND ARTIFACTS
- THE RELOCATION OF THE OLD RAILWAY STATION BUILDING TO THE SOUTH WEST OF THE PRECINCT WITH AN OPTION FOR COMMUNITY USE
- THE DEVELOPMENT OF A NATURE PLAY SPACE WITH PICNIC FACILITIES ALONG HOLLINGS ROAD.
- THE DEVELOPMENT OF AN HISTORICAL INTERPRETATION SYSTEM THROUGHOUT THE RAILWAY STATION PRECINCT AND EXTENDING ALONG THE HERITAGE RAILWAY TRAIL.

**TRAIL HUB**  
THIS AREA HAS A NATURAL CONVERGENCE OF WALKING, CYCLING AND BRIDLE TRAILS, WHICH ADDS SIGNIFICANTLY TO THE LIFESTYLE AND RECREATIONAL VALUE OF THE AREA. THIS CONNECTIVITY IS A GREAT ASSET FOR THE FACILITY.

**LANDSCAPE**  
PLANTINGS WITHIN THE PRECINCT ARE TO BE INDIGENOUS SPECIES WITH AN EMPHASIS ON COLOURFUL WILDFLOWERS WHICH WOULD BE AT THEIR BEST IN SPRING. INDIGENOUS COLOURFUL WILDFLOWERS AND SMALL SHRUBS INCLUDE: *Acacia saligna*, *Boerhaavia gracilis*, *Chenopodium species*, *Dampiera species*, *Hovea stipitata*, *Hibbertia species*, *Kanoodia coccinea*, *Lechenaultia biloba*, *Oxylobium capillatum* and *Tymonium floribundum*. FEATURE TREES WITHIN THE PRECINCT COULD BE *Corymbia foliolosa* KNOWN FOR ITS SPECTACULAR RED BLOSSOMS OVER THE SUMMER MONTHS. THE VIEWING PLAY TOWERS LOCATED WITHIN THE PRECINCT COULD FEATURE INDIGENOUS CLIMBING PLANTS SUCH AS *Clematis pubescens* (OLD MAN'S BEARD) AND *Harstenbergia comptoniana* (NATIVE WISTERIA) WHICH FLOWER IN SPRING. CONSIDER FORMATION OF A FRIENDS OF DENMARK HISTORICAL RAILWAY STATION PRECINCT TO TACKLE THE REMOVAL OF WEEDY SPECIES IN PARTICULAR *Rubia pseudococcinea* WHICH ARE CURRENTLY DOMINATING THE VEGETATION ALONG THE HERITAGE RAILWAY TRAIL. SUCH A GROUP COULD ALSO BE INVOLVED IN REVEGETATING THE EXISTING CREEK BED WITH RUBUS AND SEDGES AND THE ESTABLISHMENT OF BUFFER AND GREEN PLANTINGS WITHIN THE PRECINCT.

**HISTORICAL INTERPRETATION FOR CHILDREN**  
CHILDREN ARE NATURALLY HIGHLY INTERESTED IN THEIR SURROUNDING WORLD AND LOVE DISCOVERING AND LEARNING ABOUT ITS HISTORY. THEREFORE THE HISTORICAL INTERPRETATION IN PLAY AREAS WILL BE CHILD SENSITIVE, INTERACTIVE AND FOLLOW THE TOUCH AND FEEL BASED 'LEARNING THROUGH PLAY' PHILOSOPHY. THE DELIVERY OF HISTORICAL FACTS TO CHILDREN IN PLAY AREAS COULD BE ACHIEVED THROUGH SCULPTURES, HISTORICAL MACHINERY & STRUCTURES AS WELL AS THE USE OF MATERIALS & TEXTURES REFLECTING UPON THE LIFE DURING THE 19TH & 20TH CENTURY IN DENMARK, AT THE 'MILLAR' TIMBER MILLS, THE TRAIN STATION AND THE TIMBER LOGGING AREAS. MACHINERY AND TOOLS LOCATED IN PLAYSPACES SHOULD BE MADE ACCESSIBLE FOR EXPLORATION, ADVENTURES, LEARNING & PLAY.

**'NATURE PLAY'**  
'NATURE PLAY' IS A WORLD WIDE MOVEMENT TO IMPROVE CHILDREN'S PLAY OPPORTUNITIES AND TO DEVELOP STIMULATING PLAY ENVIRONMENTS FOR CHILDREN.

'NATURE PLAY' IS BASED ON RESEARCH INTO CHILD HEALTH AND WELLBEING, WHICH HAS REVEALED THAT A VARIETY OF FACTORS SUCH AS THE STANDARDIZATION OF PARKS AND PLAYGROUNDS, DIMINISHING CONTACT WITH NATURE AS WELL AS THE INCREASE OF COMPUTER BASED ACTIVITIES MAY HAVE CAUSED PROBLEMS AND DEFEICENCES (SUCH AS OBESITY, SEDENTARY BEHAVIOUR AND DEPRESSION) FOR SOME CHILDREN WHILE GROWING UP DUE TO A LACK OF STIMULATION, LACK OF UNSTRUCTURED PLAY AND LACK OF PHYSICAL ACTIVITIES.

**THE VALUE OF NATURAL PLAYSPACES**  
RESEARCH HAS ALSO SHOWN THAT UNSTRUCTURED PLAY IN NATURAL OR SEMI-NATURAL ENVIRONMENTS ENHANCES CHILDREN'S DEVELOPMENT, INTEREST, IMAGINATION AND CONNECTION WITH NATURE. NATURAL SPACES ALSO SPONTANEOUSLY STIMULATE HIGH LEVELS OF PHYSICALLY ACTIVE PLAY IN CHILDREN AND IT ALSO INCREASED THE LEVEL OF SOCIAL INTERACTION, COOPERATION AND ACCEPTANCE IN BETWEEN CHILDREN.

**NATURAL PLAY ENVIRONMENTS**  
NATURAL ENVIRONMENTS ARE DYNAMIC, CONSTANTLY CHANGING IN SPACE AND TIME AND CONSISTS OF A VARIETY OF HIGHLY COMPLEX HABITATS. THESE SPACES OFFER CHILDREN A MULTIPLICITY OF ENCOUNTERS AND SENSATIONS, A DIVERSITY OF TOPOGRAPHY, TEXTURES AND A VARIETY OF CHILD-SIZED SPACES, HIDEAWAYS AND HOLES TO EXPLORE AND INHABIT.

22 December 2015 - Attachment 8.5.1b



PRECINCT PLAN  
SCALE 1:1000





LEGEND

OPEN LANDSCAPE	PARK LANDSCAPE	FOREST LANDSCAPE	EXIST. BLDG	EXIST. LEASE & RESERVE BOUNDARIES	PROPOSED LEASE & RESERVE BOUNDARIES	PEDESTRIAN TIMBER BRIDGE	NEW BUILDING & RELOCATION OF HISTORICAL BUILDINGS	INDICATIVE MACHINERY EXHIBITION AREA	VIEWING PLAY TOWER	RAILWAY CAR ON RAILS PLAY FEATURE	HISTORICAL INTERPRETATION POINTS



# Diagram of Leasehold Area

