



### Summary of proposed changes to the Rules of Optometry Western Australia INC. (OWA)

Law firm Balfour Meagher were engaged to review the Rules of OWA in consultation with the Board of OWA. The changes proposed are to ensure compliance with the Associations Incorporation Act 2015 hereby referred to as “the Act” and modernising to current day standards. The resultant changes are listed in the table below.

Current clause	Proposed clause	Reason for change
Cover page	Current Board members	Reflects current Board members
5.2(a)	5.2(a)	Modernised clause wording subject to the Act
8.5(g)	8.5(g)	Updates reference to 8.5(d)
10.2	10.2	Amends reference from 10.1(ii) to 10.1(iii)
10.9(e)	10.9(e)	Correction from previous document
12.1		New statement cross reference with 14.1
12.1(c)		Modernised wording to reference Section 39 of the Act
12.2(b)		Changes reference from 12.2 to 12.2(a)
12.3(a)		Changes reference from 12.2(i) to 12.2(iii)
12.3(a)(iii)		Changes reference from 12.2(i) to 12.2(iii)
12.3(b)		Changes reference from 12.2(i) to 12.2(iii)
12.4		Clause changes from Right of Appeal to Referral to Mediation. Clarifies process.
12.4(a)		References Rule 14
12.5		Changes reference from 12.2 to 12.2(d)
14.1(a)(ii)		Changes word Association to word Board and further clarifies wording
14.1(b)		New clause. Clarifies dispute resolution process
14.1(c)		Typographical correction
14.1(d)		New clause advising written notice required
14.1(e)		Expanding on process from 14.1(d)
14.1(f)		Change of reference from 14.1(c) to 14.1(e)
14.1(g)		References Public Officer process and changes from 14.1(d) to 14.1(f)
14.1(g)(i)		Changes word Association to word Board
14.1(g)(ii)(b)		Changes reference from 14.3 to 14.2 and references dispute process with Rule 14.3
14.1(k)		Change of reference from 14.1(e) to 14.1(g)
14.1(l)		Change of reference from 14.1(h)(ii) to 14.1(j)(ii)
14.1(m)		Change of reference from 14.1(j) to 14.1(l)

14.2		Changes from Application of Mediation to Referral to Mediation. Clarifies process.
14.2(a)		New wording to reflect disputes in Accordance with Rule 14.1(g)(i) Continues to clarify process.
14.2(b)(ii)		Change of reference from 14.1(g)(ii) to 14.1(i)(ii) and from 14.1(j) to 14.1.(l)
14.3(a)(ii)		Change of reference from 14.1(g) to 14.1(i) and 14.1(j) to 14.1.(l)
14.3(c)(ii)		Change of reference from 14.1(g) to 14.1(i)
14.3(c)(iii)		Change of reference from 14.1(j) to 14.1(l)
14.4(f)		Added wording: Each party must bear its own legal costs
16.3(c)(iii)		Update to Notice Calling a General Meeting and “Vote may only be cast by person attending in person or proxy attending in person” Reflects current legislation in Western Australia.
16.3(d)		Removes ‘facsimile’ reference
16.3(e)		Clarifies Members appointing proxy
16.6(a) and (b)		Clarifies procedure for Members wishing to put forward a motion of business at an AGM or SGM
17.1(c)		Clarifies use of technology, the Rules and/or Act
18.1(b)		Typographical correction
18.1(f)		Updated wording to reflect legislation: Special Resolution voting in person or proxy
19.8		Change of reference from 19.1(o) to 19.9
19.9		Modernised wording to reflect Act and current legislation: Lodgement of proxy
20.4(a)		Typographical correction
21.1(e)		Modernised wording to reflect Act and current legislation
21.6(g)		Adds reference to Section 39 of the Act
21.6(h)		References a Director being removed by the passing of a Special Resolution at a General Meeting
22.2(f)		Adds more prescriptive role of Treasurer reporting requirements
22.4(c)		Adds and clarifies procedure to remove President from Office
22.5		Adds and clarifies procedure to remove Treasurer from Office
22.6(a)		Change of reference from 22.3(a) to 22.4
22.6(b)		Change of reference from 22.3(a) to 22.5
22.6(c)		New clause defining process following removal of President or Treasurer
22.7		References 22.4 with respect to removal of Office
23.1(b)		Modernised wording in accordance with Section 39 of the Act
24.6(b)		Adds wording except where these rules or the Act stipulates that voting must be carried out in person. Reflects current ACT.

26.1		New clauses defining remuneration of Directors. Note exact same wording as that proposed to members and passed at SGM 10 April 2024 however the Department of Local Government, Industry Regulation and Safety rejected the submitted change to Rules. The process applied by OWA complied with the Departments approved rules of OWA however the approved rules relating to use of technology at meetings were not aligned with the current legislation. (Note the Department had allowed similar changes by use of technology during and post COVID 19 and then reversed their decision without notice.
26.2		New clauses defining remuneration of Directors. As per 26.1 notes
28.1(b)(ii)		Changes reference from Chair to Association Change of reference from 19.10 TO 19.9
29.1(f)		Modernised wording referencing the Act
29.2(v)(i)		Modernised wording referencing the Act
30.2(a)(ii)(iii)(iv)(v)		Clarifies sources of Association funds
34.1		Modernised wording. Adds 'email address' removes reference to 'facsimile'
34.2		Modernised wording. Removes reference to 'facsimile' and clarifies email process.
35.2		Adds clauses (a), (b) and (c) to modernise
<b>DEFINITIONS</b>		
Adds definition of <b>Commissioner</b> under section 153 of the Act		
<b>Executive Officer</b> or <b>Chief Executive Officer</b> have the same meaning for the purposes of these rules.		
Modernises definition of Member and includes membership to have corresponding meaning		