

FREMANTLE WOMEN'S HEALTH CENTRE INC. CONSTITUTION

- 1 Name of Association**
- 2 Definitions**
- 3 Purposes**
- 4 Powers**
- 5 Application of Association Property**
- 6 Membership**
 - 6.1 Requirements for individual membership
 - 6.2 Requirements for organisational membership
 - 6.3 Eligibility
 - 6.4 Member organisations
 - 6.5 Voting rights of Members
 - 6.6 Membership applications
 - 6.7 Register of Members
 - 6.8 Renewal
 - 6.9 Cessation
 - 6.10 Grievances
 - 6.11 Suspension or termination
 - 6.12 Appeals
- 7 Partners**
- 8 Board**
 - 8.1 Duties of the Board
 - 8.2 Composition of the Board
 - 8.3 Duties of the Chairperson
 - 8.4 Duties of the Treasurer
 - 8.5 Duties of the Secretary
 - 8.6 Requirements for Board membership
 - 8.7 Appointment and tenure
 - 8.8 Vacancies
 - 8.9 Removal of a Board Member
 - 8.10 Convening of a Board Meeting
 - 8.11 Notification of a Board Meeting

- 8.12 Quorum at Board Meetings
- 8.13 Decision-making at Board Meetings
- 8.14 Board Meeting procedures

- 9 Establishment of Sub-committees**

- 10 Meetings**
 - 10.1 Annual General Meetings
 - 10.2 Special General Meetings
 - 10.3 Notification of General Meetings
 - 10.4 Quorum at General Meetings
 - 10.5 Decision making at General Meetings
 - 10.6 General Meeting procedure
 - 10.7 Adjournment of General Meetings

- 11 Minutes**

- 12 Finances**

- 13 The Seal**

- 14 Altering the Constitution**

- 15 Liability**

- 16 Indemnity**

- 17 Dissolution**

- 20 Inspection of Documents**

1 Name of Association

The name of the association is Fremantle Womens Health Centre Inc, which is incorporated under the (WA) Associations Incorporation Act 1987 (the Association).

2 Definitions

The meanings of the terms used in this Constitution are set out below:

Term	Meaning
Act	the Associations Incorporation Act 1987 (WA) as may be amended from time to time
Annual General Meeting	a meeting convened under Rule 10.1
Appropriately qualified Treasurer	a person who occupies the position of Treasurer and who possesses qualifications deemed by the Board to be appropriate
Association	the association referred to in Rule 1
Constitution	the Rules of the Association
Commissioner	The person designated as the Commissioner under the Act
Deputy Chairperson	the Deputy Chairperson referred to in Rule 8.2 (a) (ii)
Chairperson	the Chairperson referred to in Rule 8.2 (a) (i)
Director	the Director of the Association
Financial year	the period of time from 1 July of any year to 30 June of the next year
General Meeting	either an Annual General Meeting or a Special General Meeting
Board	the Board of the Association appointed under Rule 8
Board meeting	a meeting convened under Rule 8.10
Member	a person who meets the requirements of Rule 6.1
Member Organisation	an organisation which meets the requirements of Rule 6.2
Membership Year	the period of time from 1 July of any year to 30 June of the next year
Organisation	an incorporated association
Partners	people who are clients, volunteers and supporters in accordance with Rule 7
Proxy	a person appointed in writing by an individual Member to attend and vote on behalf of that individual Member at any General Meeting

Returning Officer	an officer appointed by the Board whose function is to administer the electoral process used to elect Members to the Board
Secretary	the Secretary referred to in Rule 8.2 (a) (iii)
Special General Meeting	a meeting convened under Rule 10.2
Sub-committee	the Sub-committee referred to in Rule 9
Treasurer	the Treasurer referred to in Rule 8.2 (a) (iv)

3 Purposes

The Association is established for the public charitable purpose of promoting women's health and wellbeing by providing services for the prevention and treatment of physical and mental diseases affecting women. The Association's objectives are:

- a) to operate a community health facility that provides various forms of relief to women suffering from diseases, including but not limited to any activity which enhances the support and quality of life for women with the symptoms of disease;
- b) to provide health education to women suffering from disease or at risk of developing disease;
- c) to provide information and education to carers and other service providers to enable them to appropriately support women suffering from or at risk of developing disease;
- d) to consult and involve women and their carers to ensure that the services support women's diversity and respond to their different health needs and priorities.
- e) to participate in research into the causes, prevention and treatment of diseases affecting women;
- f) to engage in activities to raise community awareness of diseases affecting women and to inform government of women's health needs and the needs of women's health services; and
- g) to conduct all other activities that are conducive and ancillary to the Association's primary focus as a health promotion charity assisting women to achieve better health and wellbeing.

4 Powers

To carry out its objectives, the Association has the power to:

- 4.1 Raise, aid or contribute in the raising of necessary funds;
- 4.2 Purchase, lease, hire or otherwise acquire any real or personal property and to sell, lease or mortgage that property;
- 4.3 Open and operate any account with any bank, building society or credit union;
- 4.4 Engage, dismiss or suspend any employee, agent, contractor or professional person;
- 4.5 Enter into contracts and deeds;
- 4.6 Join, co-operate or affiliate with other individuals, groups or corporate bodies;
- 4.7 Act in any manner authorised by, or incidental to, these Rules.

5 Application of Association Property

- 5.1 The income and property of the Association will be applied solely towards the promotion of the Purposes of the Association.
- 5.2 No portion of the income or property will be paid, transferred or distributed directly or indirectly, by way of dividend, bonus, or other profit distribution, to any of the members, relatives of Board Members or Board Members, provided that remuneration may be paid in good faith to persons, members or otherwise, in return for services actually rendered to, or expenses incurred on behalf of the Association.
- 5.3 An inventory of all real and personal property owned, hired, leased or otherwise acquired by the Association will be maintained by the Secretary, or such other person as the board designates.

6 Membership

- 6.1 Requirements for individual membership

Individual membership of the Association is open to individuals who:

- (a) are female;
- (b) apply in writing for membership;
- (c) agree in writing that they support the objectives of the Association;
- (d) have paid the Membership Fee;
- (e) have renewed their membership annually in accordance with Rule 6.8;
and
- (f) are accepted by the Board as members.

6.2 Requirements for organisational membership

Organisational membership of the Association is open to organisations who:

- (a) have aims and objectives that are consistent with the well being of women;
- (b) apply in writing for membership;
- (c) agree in writing that they support the objectives of the Association;
- (d) have paid a membership fee nominated by the Board;
- (e) have renewed their membership annually in accordance with Rule 6.8;
and
- (f) are accepted by the Board as Members.

6.3 Eligibility

Employees of the Association may not hold membership of the Association.

6.4 Member organisations

A Member organisation must:

- (a) appoint a person to act on behalf of the Member organisation; and
- (b) notify the Association of this appointment in writing.

6.5 Voting rights of Members

- (a) Individual Members and Member organisations are entitled to one vote at General Meetings of the Association.
- (b) Individual Member and Member organisations may appoint a proxy.
- (c) The intention of either an individual Member or a Member organisation to appoint a proxy must be lodged in writing with the Returning Officer at least 5 days before the date fixed for holding a General Meeting.
- (d) An individual Member can be a proxy for a maximum of 5 other individual Members.

6.6 Membership applications

- (a) Applications for membership of the Association must be made in writing using the membership form.
- (b) Application forms and payment of membership fees must be submitted to the Secretary.
- (c) As soon as practicable after the receipt of an application, the Secretary must refer the application to the Board.
- (d) The Board must determine whether to accept or reject the application.
- (e) If the Board approves an application for membership, the Secretary must enter the approved applicant's name and address and the date the application was approved in the register of Members.
- (f) If the Board rejects an application, the Secretary must, within 5 days:
 - i. notify the applicant in writing that the application has been rejected; and
 - ii. return to the applicant the fee the applicant submitted with the application.
- (g) Membership of the association:
 - i. is not capable of being transferred to another person; and
 - ii. terminates upon the cessation of membership whether by death or resignation or otherwise.

(h) The membership fee is the amount set by the Board from time to time.

6.7 Register of Members

(a) The Secretary must establish and maintain a register of Members, containing:

- i. the name and address of each Member; and
- ii. the date on which each Member's name was entered in the register.

(b) The register must be stored at the Association's office.

(c) The Members access to details in the register should be subject to the Privacy Act.

6.8 Renewal

Membership of the Association must be paid annually within one month after the end of the Membership Year.

6.9 Cessation

Membership of the Association ceases if:

- (a) it is not renewed within the period defined in Rule 6.8;
- (b) the Member resigns by giving notice to the Board in writing; or
- (c) the Member is suspended or expelled under Rule 6.11.

6.10 Grievances

Where grievances arise between a Member and another Member or between a Member and the Association, the following grievance procedures apply:

- (a) Within 14 days of one party notifying the other party of the grievance, the parties must meet and act in good faith to resolve the grievance.
- (b) If the grievance is not resolved, or one of the parties does not attend the meeting referred to in paragraph (a), then within 10 days of that meeting the parties must meet again in the presence of a mediator.

- (c) The mediator must be a person chosen by agreement between the parties, or in the absence of agreement:
 - i. if the dispute is between Members, a person appointed by the Board; or
 - ii. if the dispute is between a Member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (d) The role of the mediator is to attempt to settle the dispute by facilitating equal opportunity for the parties to be heard, allowing due consideration to written submissions from any of the parties, and ensuring that natural justice is accorded to the parties throughout the process. It is not the role of the mediator to determine the dispute.
- (e) If the dispute between the parties is not settled under paragraph (c), the Association will not accept any further responsibility in facilitating its resolution and the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

6.11 Suspension or termination

- (a) The Board by resolution may suspend or terminate the membership of any Member:
 - i. who fails to observe the Rules; or
 - ii. whose conduct in the opinion of the Board is prejudicial to the objectives of the Association.
- (b) If the membership of a Member is either suspended or terminated under paragraph (a) the Secretary must, as soon as practicable, give that Member notice in writing of the resolution which suspends or terminates that Member's membership.

6.12 Appeals

- (a) An applicant for membership of the Association who feels aggrieved by any decision of the Board under Rule 6.6, or a Member who is suspended or expelled by the Board under Rule 6.11, may appeal against the decision.
- (b) The applicant or Member must give the Secretary notice in writing stating:

- i. that the applicant appeals a decision of the Board made under Rule 6.6 or 6.11; and
 - ii. the grounds of the appeal.
- (c) If the Secretary receives notice under paragraph (b), the Board must hold a Special General Meeting of the Association within 30 days after the Secretary receives the notice.
- (d) At the Special General Meeting of the Association:
 - i. the Board must place before the Meeting the resolution rejecting, suspending or terminating the individual membership;
 - ii. the applicant or Member must be given an opportunity to present the applicant's or Member's appeal; and
 - iii. the Members present must vote to either confirm or revoke the resolution.

7 Partners

- 7.1 Clients, volunteers and supporters of the Association who are not interested in becoming members with voting rights can become Partners of the Association. They will be kept informed of services and activities and can support the work of the Association through volunteerism, interest, or general assistance depending upon their capacity.
- 7.2 Any individual or organisation (formal or informal) is eligible to apply to become a Partner if they agree to accept the objectives of the Association.
- 7.3 After the receipt of an application to become a Partner, the Board must consider the application and decide whether to admit or reject the admission of the applicant. The Board need not give any reason for rejecting an application.
- 7.4 Removal of a name from the list of Partners will be at the discretion of the Board.
- 7.5 The Secretary will maintain a list of Partners.

8 Board

8.1 Duties of the Board

(a) The governance of the Association will be vested in the Board.

(b) The Board:

- i. must control and manage the business and affairs of the Association;
- ii. may, subject to these Rules, the Act and the Regulations, exercise all such power and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by General Meetings of the Members of the Association; and
- iii. subject to these Rules, the Act and Regulations, has the power to perform all such acts as appear to the Board to be essential for the proper governance of the business and affairs of the Association.

(c) The duties and responsibilities of the Board are to:

- i. be accountable for the operations of the Association;
- ii. be accountable for the engagement and dismissal of all employees of the Association;
- iii. ensure the provision of responsive, accessible, accountable and effective services;
- iv. formulate and adopt strategic directions and to ensure the development and implementation of policies, programs and operating guidelines which are consistent with the Association's objectives;
- v. support, oversee and evaluate the work of the Director of the Association;
- vi. ensure policies and procedures are developed and in place to:
 - A. appoint, remove and suspend employees of the Association;
 - B. determine work conditions and practices;

- C. meet occupational health and safety requirements;
 - vii. ensure that policies and procedures are developed and in place for the effective and efficient administration of funds;
 - viii. report to the Association in the Annual General Meeting on the accounts of the Association for the preceding Financial Year;
 - ix. ensure that the organisational and legal structures and income are such that they advance the purposes of the Association;
 - x. ensure that regular reports on the Association's progress are provided to:
 - A. Members of the Association;
 - B. the Association's funding bodies;
 - C. the general public;
 - xi. appoint a Returning Officer as required;
 - xii. appoint Members to fill a vacancy on the Board where that vacancy arises under Rule 8.8;
 - xiii. be accountable for, monitor and evaluate the work of any Sub-committees or other working structures established under these Rules;
 - xiv. keep the Constitution on public display at the Association at all times;
 - xv. monitor compliance with applicable laws and regulations; and
 - xvi. be accountable to the Members of the Association at General Meetings.
- (d) Subject to the provisions of the Act, the Regulations and these Rules, the Board may, by resolution, delegate to any officer or to Sub-committees appointed from among its Members, or other persons as the Board thinks fit, any of the powers and functions of the Board other than this power of delegation.

8.2 Composition of the Board

- (a) The Association will be managed by a Board comprising of:

- i. a Chairperson;
 - ii. a Deputy Chairperson;
 - iii. a Secretary;
 - iv. an appropriately qualified Treasurer; and
 - v. no less than four and not more than eight ordinary Board members.
- (b) The Director of the Association is an ex-officio member of the Board.
- (c) Employees of the Association other than the Director are ineligible for election to the Board but may direct their concerns to the Board through the Director.
- (d) The Association will invite and encourage members of local agencies and organisations to be Members of the Board.

8.3 Duties of the Chairperson

The Chairperson will:

- (a) have a casting as well as a deliberative vote at any Meeting;
- (b) prepare the agenda for Board and General meetings with the Secretary;
- (c) encourage full and balanced participation in meetings by all Members and will decide on matters of order;
- (d) act as spokesperson unless an alternative spokesperson has been appointed by the Board or a General Meeting and make statements in accordance with previously agreed resolutions or, in an emergency, following consultation with at least two members of the Board; and
- (e) perform all other duties imposed by these Rules on the Chairperson.

8.4 Duties of the Treasurer

The Treasurer will:

- (a) present financial reports to the Board on a monthly basis;
- (b) present an audited report to the Annual General Meeting; and

(c) perform all other duties imposed by these Rules on the Treasurer.

8.5 Duties of the Secretary

The Secretary will:

(a) call meetings in accordance with these Rules;

(b) keep records of the business of the Association including:

- i. the Rules and policies of the Association;
- ii. a register of minutes of Meetings and of notices;
- iii. a file of correspondence;
- iv. records of submissions or reports made by or on behalf of the Association; and

(c) perform all other duties imposed by these Rules on the Secretary.

8.6 Requirements of Board membership

Membership of the Board of the Association is open to individuals who:

(a) are Members of the Association; and

(b) have a current Australian national police clearance.

8.7 Appointment and tenure

(a) Nominations of candidates for election to the Board must be:

- i. made in writing, seconded by a Member of the Association and accompanied by the written consent of the candidate; and
- ii. submitted to the Returning Officer appointed by the Board no later than 5 days prior to the date fixed for the Annual General Meeting.

(b) If there are vacancies on the Board and an insufficient number of nominations are received to fill those vacancies, the nominated candidates will be deemed to be elected and further nominations may be received at the Annual General Meeting.

- (c) If the number of nominations received is equal to the number of vacancies to be filled, the nominated candidates will be deemed to be elected.
- (d) If the number of nominations received exceeds the number of vacancies to be filled, a vote must be held.
- (e) Board members must be elected by a majority of 50 per cent plus one at the Annual General Meeting.
- (f) At the first Annual General Meeting to be held after the incorporation of the Association, the Board members must be divided into two groups, group A and group B, which must be as nearly equal in number as practicable.
- (g) The members of group A referred to in paragraph (f) must vacate their positions at the second Annual General Meeting and the members of group B referred to in paragraph (f) must vacate their positions at the third Annual General Meeting; and afterwards all Board members must vacate their positions at the beginning of the second Annual General Meeting after the Annual General Meeting at which they were elected.
- (h) All members of the Board will act in the best interests of the Association and not as a representative of any other organisation.
- (i) Any member of the Board who has a direct or indirect pecuniary interest in any matter that is being considered or about to be considered at a meeting of the Board will, as soon as possible after the relevant facts have come to their knowledge, disclose the nature of their interest to those present at the meeting and will cease to be present at any deliberation of the Board with respect to that matter.

8.8 Vacancies

- (a) The position of an officer or an ordinary member of the Board becomes vacant if the officer or member:
 - i. ceases to be a Member of the Association;
 - ii. resigns from office by written notice to the Board; or
 - iii. is absent from 3 consecutive meetings of the Board without a reason considered acceptable by the Board.

- (b) If a vacancy in any office is filled under Rule 8.1 (c) (xii), the member appointed may continue in office until the end of the Annual General Meeting next following the date of the appointment.

8.9 Removal of a Board Member

- (a) The Association in a General Meeting, by resolution, may remove any member of the Board before that member's term of office expires and may appoint another Member in the removed member's place to hold the office until the expiration of the remainder of the removed member's term of office.
- (b) The Board member who is the subject of a resolution under paragraph (a) may make representations in writing to the Secretary or Chairperson of the Association and request that those representations be provided to the membership either before or within 14 days of the resolution being made.
- (c) If the representations made by the member under paragraph (b) are not distributed to the Members, the Board member may require that they be read out at the General Meeting.
- (d) The Board member who is the subject of the proposed resolution referred to in paragraph (a) must be given an opportunity to fully present their case at the General Meeting in which the resolution is made.

8.10 Convening of a Board Meeting

- (a) The Board must meet at least 6 times per year at such place and at such time as the Board may determine.
- (b) Special Board meetings may be convened by the Chairperson or by any 5 members of the Board.

8.11 Notification of a Board Meeting

- (a) Written notice of each Board meeting must be given to each member of the Board at least 5 business days before the date of the meeting, stating the date, time and place of the meeting.
- (b) Written notice must be given to each member of the Board of any Special Board meeting at least 5 business days before the date fixed for the meeting, stating the date, time and place of the meeting and specifying the general nature of any business to be conducted at the meeting.

8.12 Quorum at Board Meetings

- (a) A quorum for the conduct of the business of a Board meeting is half the number of current Board members plus 1.
- (b) No business may be conducted unless a quorum is present.
- (c) If a quorum is not present within half an hour after the scheduled starting time the meeting must be adjourned.
- (d) If a meeting is adjourned under paragraph (c), the Secretary must call another Board Meeting in accordance with Rule 8.11.

8.13 Decision-making at Board Meetings

- (a) The Director of the Association cannot vote on any matter.
- (b) The Board will uphold the principle of equality in decision-making processes, ensuring that:
 - i. each Board member has a chance to speak and be heard; and
 - ii. all Board members, except for the Chairperson, are entitled one vote.
- (c) A resolution of any Board Meeting is valid only if voted for by three-quarters of the members present.
- (d) If the Board must decide upon suspending or terminating the membership of one of the Board members present, that member is excluded from voting on the resolution.

8.14 Board Meeting procedures

- (a) Meetings must be chaired by the Chairperson or, in the Chairperson's absence, the Deputy Chairperson.
- (b) If the Chairperson and the Deputy Chairperson are absent from a Board Meeting, or are both of them are unable to chair that meeting, the Chairperson or Deputy Chairperson must, prior to that meeting, nominate another member of the Board to act as Chairperson for the duration of that meeting.
- (c) If the number of Board members falls below quorum between Annual General Meetings, the continuing Board members may act only for the

purposes of calling a General Meeting of the Association to appoint new members to the Board.

- (d) No business other than that set out in the notice convening the Board meeting may be discussed at the Board meeting.

9 Establishment of Sub-committees

- 9.1 The Board may set up Sub-committees with specific areas of responsibility.
- 9.2 The Board may determine that the Chairperson or the Secretary or both are ex-officio members of Sub-committees.
- 9.3 The Sub-committees will:
- (a) Be comprised of Board members, co-opted Association employees and other Members;
 - (b) Be accountable to the Board; and
 - (c) At their discretion, invite other Members or individuals to attend meetings and participate in decision-making.
- 9.4 A decision of any Sub-committee Meeting is valid only if voted for by a majority of the members present.

10 Meetings

- 10.1 Annual General Meetings
- (a) The Board may determine the date, time and place of the Annual General Meeting of the Association.
 - (b) The notice convening the meeting must specify that the meeting is an Annual General Meeting.
 - (c) The Board must convene an Annual General Meeting within 4 months after the end of the Financial Year.
 - (d) The order of business at every Annual General Meeting is as follows:

- i. Confirmation of the minutes of the previous Annual General Meeting and any General Meeting held since then;
 - ii. The minuting of the reports of the Board and the financial transactions including the statement of accounts of the Association for the preceding Financial Year;
 - iii. Acceptance of the Association's annual report;
 - iv. The election of Members to the Board;
 - v. The appointment of an auditor not being a Member of the Association; and
 - vi. To discuss other items of special business as detailed in the notification of the Annual General Meeting.
- (e) No business other than that set out in the notice convening the Annual General Meeting may be discussed at the Annual General Meeting.

10.2 Special General Meetings

- (a) In addition to the Annual General Meeting, a General Meeting may be held in the same year.
- (b) All General Meetings other than the Annual General Meeting are Special General Meetings.
- (c) The Board may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (d) A Special General Meeting must be convened within 30 days if at least 5 Members request, in writing, such a meeting.
- (e) The request referred to in paragraph (d) must:
 - i. state the objectives of the proposed Special General Meeting;
 - ii. be signed by the Members making the request; and
 - iii. be given to the Secretary.
- (f) If the Secretary receives a request referred to in paragraph (d), but the Board does not convene the Special General Meeting within 30 days of receiving the request, then any of the Members making the request

may convene the Special General Meeting within 4 months of the date the request was received by the Secretary.

- (g) No business other than that set out in the notice convening the Special General Meeting may be discussed at the Special General Meeting.

10.3 Notification of General Meetings

- (a) At least 21 days before the date fixed for holding either an Annual General Meeting or a General Meeting, the Secretary must send to each Member a notice in writing stating:
 - i. the date, time and place of the General Meeting;
 - ii. whether the meeting is an Annual General Meeting or a Special General Meeting; and
 - iii. the business to be conducted at the General Meeting.
- (b) The notice must include the number of vacancies to be filled on the Board.
- (c) A Member intending to bring business before a General Meeting must notify the Secretary in writing of that business and the Secretary must include that business in the notice convening the next General Meeting.

10.4 Quorum at General Meetings

- (a) No business may be conducted at either an Annual General Meeting or a General Meeting unless a quorum of Members entitled under these Rules to vote is present at the General Meeting.
- (b) A quorum for the conduct of the business of a General Meeting is 8 Members.
- (c) If a quorum is not present within half an hour after the scheduled starting time:
- (d) In the case of an Annual General Meeting, the meeting must be adjourned and reconvened on the same day, time and place in the following week, unless the Members are notified of an alternative day, time and place; or
- (e) In the case of a Special General meeting:

- i. if the meeting was convened upon the request of Members, the meeting must be dissolved; or
 - ii. in any other case, the meeting is adjourned to the same day, time and place in the following week, unless the Members are notified of an alternative day, time and place.
- (f) On the first business day following the adjourned meeting, the Secretary must send to each Member a notice in writing stating the date, time and place of the new General Meeting.
- (g) If at the adjourned meeting a quorum is not present within half an hour after the scheduled starting time, and if there are 5 or more Members present then those Members will constitute a quorum.

10.5 Decision making at General Meetings

- (a) A resolution of any General Meeting is valid only if voted for by three-quarters of the members present.
- (b) Members with voting rights are entitled to one vote only.
- (c) If there is not a clear three-quarters majority the Chairperson, or in her absence the member presiding at the meeting, will have a casting vote in addition to her deliberative vote.
- (d) A Member may vote by attending the General Meeting personally or by appointing a proxy.
- (e) The Chairperson must decide whether a resolution has been carried or lost and an entry to that effect must be made in the minute book of the Association and will be evidence of that resolution.

10.6 General Meeting Procedure

- (a) The Chairperson, or in the Chairperson's absence, the Deputy Chairperson, must preside as Chairperson at each General Meeting of the Association.
- (b) If the Chairperson and the Deputy Chairperson are absent from a General Meeting, or are both of them are unable to chair that meeting, the Chairperson or Deputy Chairperson must, prior to that meeting, nominate another member of the Board to act as Chairperson for the duration of that meeting.

10.7 Adjournment of General Meetings

- (a) The Committee Member presiding may, with the consent of the majority of Members present at the meeting, adjourn the meeting to an alternative day, time and place.
- (b) No business may be conducted at an adjourned meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a meeting is adjourned for 30 days or more, notice of the adjourned meeting must be given in accordance with Rule 10.3.
- (d) Except as provided in paragraph (c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned meeting.

11 Minutes

- 11.1 The Secretary must keep minutes of resolutions and proceedings of each General Meeting and Board Meeting, together with a record of the names of those present.
- 11.2 The Secretary must enter the minutes into a minute book within 30 days after each General Meeting and Board Meeting.
- 11.3 The minutes of either a General Meeting or a Board Meeting must be signed as correct at the next General Meeting or Board Meeting, as the case may be, by either:
 - (a) the Chairperson and one other member of the Board; or
 - (b) if the Chairperson is absent, two members of the Board.

12 Finances

- 12.1 The receipt and payment of all moneys will be recorded according to accepted accounting standards.
- 12.2 The financial year will run from 1 July to 30 June.
- 12.3 The Director of the Association will:

- (a) be responsible for the receipt of all moneys received by, or on behalf of, the Association and issue receipts for those moneys in the name of the Association; and
 - (b) pay all moneys received in paragraph (a) into an account in the name of the Association authorised by the Board.
- 12.4 All cheques paid from an account in the name of the Association must be signed by:
- (b) the Director and one other member of the Board; or
 - (c) if the Director is absent, two members of the Board.
- 12.5 At any one time, a maximum of four members of the Board can be signatories to cheques paid from an account in the name of the Association.

13 The Seal

- 13.1 The common seal of the Association will be kept at the office of the Association.
- 13.2 The common seal must be affixed by:
- (a) the Director and one other member of the Board; or
 - (b) if the Director is absent, two members of the Board.
- 13.3 Where the common seal is used such use must be recorded in the register of minutes.

14 Altering the Constitution

- 14.1 Subject to the Act, the Constitution can only be amended by Special Resolution at a General Meeting.
- 14.2 Requirements for General Meetings are detailed in Rule 10 of this constitution.

- 14.3 The notice for a General Meeting convened to alter the constitution must include the resolution to be proposed and the intention to propose it as a Special Resolution.
- 14.4 The Association must not pass a Special Resolution altering the Constitution if, as a result, the Association will cease to be a charity.
- 14.5 The Association must notify the Commissioner if:
- (a) a Special Resolution is passed materially altering Rule 14.4; or
 - (b) the Association is no longer eligible to be endorsed as a charity or a deductible gift recipient as a result of a change in the constitution or activities or otherwise.
- 14.6 In accordance with the Act, the Association must notify the Commissioner of any amendments to these Rules within one month of the Special Resolution being passed.

15 Liability

- 15.1 A Member of the Association is not by reason only of being a Member liable in respect of the liabilities of the Association or the costs, charges and expenses of the winding up of the Association.
- 15.2 Rule 15.1 does not apply in respect of liabilities incurred by or on behalf of the Association prior to incorporation.

16 Indemnity

Every Member shall be indemnified out of the assets of the Association for any liability arising out of the execution of the duties of membership which is incurred in defending any proceeding, whether civil or criminal, in which judgment is given in favour of the Member, or in which the Member is acquitted, or in connection with any application under the Act in which relief is granted to the Member by the Court in respect of any negligence, default, breach of duty or breach of trust.

17 Dissolution

- 17.1 The Association may be dissolved or wound-up in accordance with the Act by Special Resolution of the members of the Association present at a Special General Meeting duly convened for that purpose.
- 17.2 If upon the dissolution or winding up of the Association there remains, after the payment of all debts and the meeting of all liabilities, any property or assets whatsoever, such property or assets must only be given or transferred to an institution:
- a) that is charitable at law;
 - b) whose constitution prohibits distributions or payments to its members, Board Members and relatives of Board Members to an extent at least as great as is outlined in Rule 5; and
 - c) to which gifts can be deducted under Division 30 of the Income Tax Assessment Act 1997 (Cth) due to it being characterized as a health promotion charity under item 1.16 in the table subsection 30-20(1).
- 17.3 The identity of the institution referred to in Rule 17.2 must be decided by ordinary resolution at a Special General Meeting. In default of any such decision, the payment, or transfer or distribution will be determined by the Commissioner.
- 17.4 The Board under s33(3) of the Act will prepare a distribution plan of the surplus property of the Association and forward that plan to the Commissioner for Associations or his/her equivalent as required by the Act.
- 17.5 The Association must advise the Commissioner within 14 days of a resolution to wind up or dissolve the Association.
- 17.6 If the endorsement of the Association as a deductible gift recipient is revoked, the following will be transferred to another health promotion charity to which income tax deductible gifts can be made – any surplus:
- a) gifts of money or property for the principal purpose of the Association;
 - b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
 - c) money received by the Association because of such gifts and contributions.

18 Inspection of Documents

- 19.1 Copies of monthly and annual financial statements must be made available to Members on request.
- 19.2 Copies of this Constitution must be made available to Members on request.