



**GOSNELLS WOMEN'S HEALTH SERVICE INCORPORATED
T/A
WOMEN'S HEALTH AND WELLBEING SERVICES
and T/A
WOMEN'S HEALTH AND WELLBEING SERVICES SOUTH EAST METRO
and T/A
ELEVATE WELL-BEING
and T/A
THE HIDDEN WORLD OF WOMEN
and T/A
THE HIDDEN WORLD OF YOU**

CONSTITUTION

Updated 21st October 2021

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1 NAME

The name of the Association is Gosnells Women's Health Service Incorporated.

2 DEFINITIONS

In these rules, unless the contrary intention appears

“Annual General Meeting” is the meeting convened under rule 20 (1);

“the Board Meeting” means a meeting referred to in rule 17;

“Board Member” means a person referred to in paragraph (a), (b), (c) or (d) of rule 13 (1);

“Constitution” refers to this document and its contents. The word “constitution” may be interchanged with the word “rules”;

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

“Department” means the Western Australian government department with responsibility for administering the *Associations Incorporation Act (2015)*;

“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 June; and thereafter each period commencing 1 July and ending on 30 June in the following year;

“Member” means a woman referred to in rule 7 who is a member of the Association in any of the following categories:

“Full Membership” means any woman whose membership application meets the criteria under rule 7, sub-rule (1)

“Honorary Life Membership” means any women appointed by the Board who meets the criteria under rule 7, sub-rule (2)

“Health” means health as defined by the World Health Organisation (1978), that is a “state of complete physical, mental and social well-being, not merely the absence of disease or infirmity”.

“Meeting” refers to any meeting convened as an Annual General Meeting, a Special General Meeting, The Board Meeting or a Sub-committee meeting.

“Ordinary resolution” means resolution other than a special resolution. An ordinary resolution is also referred to in this constitution as a **‘motion’**;

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

“Rules” refers to this document and its contents. The word “rules” may be interchanged with the word “constitution”;

“Special General Meeting” means a meeting referred to in rule 19;

“Special resolution” has the meaning given by section 51 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 the 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.”

A **‘special resolution’** in this constitution is also referred to as a **‘special motion’**.

“Sub-committee Meeting” means a meeting referred to in rule 18.

“The Act” means the Associations Incorporation Act (2015)

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

“the Chairperson” means:

- (a) in relation to the proceedings at a Board Meeting, Special General Meeting or Annual General Meeting, the person presiding at the Meeting in accordance with rule 14 (1); or
- (b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in paragraph (a) of rule 12 (1) or, if that person is unable to perform her functions, the Vice Chairperson;

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

“the Board” means The Board of the Association referred to in rule 13;

“the Secretary” means the Secretary referred to in rule 14 (3);

“the Treasurer” means the Treasurer referred to in rule 14 (4);

“the Vice-Chairperson” means the Vice-Chairperson referred to in rule 14 (2).

3 OBJECTS OF ASSOCIATION

- (1) The primary object for which the Gosnells Women’s Health Service Incorporated is formed is:
 - (a) To provide an inclusive and accepting gender specific, integrated holistic health service for the benefit of vulnerable women.
- (2) The ancillary objects for which the Gosnells Women’s Health Service Incorporated is formed are:
 - (a) To empower women by promoting health, self esteem, independence, self responsibility and health awareness of women in the community.
 - (b) To raise public and government awareness and understanding of the health and other special needs and circumstances of women in the community and to advocate for the implementation of services to meet those needs.
 - (c) To carry out research and collect information about the needs of women in the community and, in particular, the health needs of disadvantaged women.

4 NOT FOR PROFIT ASSOCIATION

The assets and income of the Association shall be applied solely in furtherance of its abovementioned objects and no portion shall be distributed directly or indirectly to a member of the Association except as a bone fide compensation for services rendered or expenses incurred on behalf of the Association.

5 POWERS OF ASSOCIATION

In pursuing the above objects, the Association shall have the following powers:

- (1) To accept donations, grants, and gifts by will or otherwise of any real or personal property and money from any person and from the State and Commonwealth governments whether such are made conditionally or unconditionally provided that the acceptance of such donations, gift or grants or compliance with any of the conditions does not contravene the objects of the Association.
- (2) To expend such donation, grants or gift or money.

- (3) To hold any estate or interest or licence in land to deal with the same in such manner as shall be allowed by this Constitution and the law affecting the same from time to time.
- (4) To enter into contracts.
- (5) To operate a women's health service in accordance with the objects of the Association.
- (6) To borrow and raise money, in any lawful manner, required for the objects of the Association and upon such terms or securities as may be determined.
- (7) To purchase or, in any lawful manner, acquire and hold all or any real or personal estate for the purpose of the Association. The Association may let, sell, manage, exchange, hire or dispose of all or any part of the property of assets real or personal of the Association and otherwise deal with them in the same manner and as fully and effectually as any individual owner could do and for such purposes to execute all such transfers deeds mortgages assurances instruments writings and things as may be necessary or desirable and in accordance with this Constitution and any rules or regulations made hereunder.
- (8) To affiliate with other organisations in Australia if to do so in accordance with the objects and powers of the Association and this Constitution.
- (9) To appoint as accountants or solicitors of the Association such firms of Accountants or Solicitors whether honorary or otherwise as may be deemed or advisable or necessary.
- (10) To do all such lawful things as are incidental or conducive to the objects of the Association. For the purposes of carrying out the objects of the Association the Association has all the powers conferred or implied by the *Associations Incorporation Act (2015)* as amended, as well as those conferred on companies incorporated under the Corporation Law (2001) as amended, provided that these powers do not permit the Association to pursue the purpose of securing profit to the members of the Association from the transactions.
- (11) To appoint honorary life members of the Association and to seek and appoint patrons.
- (12) To evaluate periodically the Association's effectiveness in carrying out the objects of the Association.
- (13) As a service to women provided by women, to restrict:
 - (a) employment of staff to women, in accordance with section 27 the *Western Australian Equal Opportunity Act (1984)*.
 - (b) services to women as the primary client, in accordance with section 30 the *Western Australian Equal Opportunity Act (1984)*.
 - (c) membership of the association to women, in accordance with Rule 3.

6 ESTABLISHMENT AND OPERATION OF A GIFT / DONATION FUND

- (1) Maintaining Gift/ Donation Fund
The Association will maintain for the principal purpose of the Association a fund (Gift / Donation Fund) **as a separate MYOB account:**
 - (a) To which gifts of money or property for that purpose are to be made;
 - (b) To which any money received by the Association because of those gifts is to be credited; and
 - (c) That does not receive any other money or property
- (2) Certain kinds of money and property will not go to the Gift / Donation Fund. This

includes:

- (a) Income from sponsorship
 - (b) Income from commercial activities, and
 - (c) Proceeds from raffles, auctions or fundraising dinners.
- (3) Limits on use of Gift / Donation Fund
The Association will use the following only for the principal propose of the Association:
- (a) Gifts made to the Gift / Donation Fund
 - (b) Any money received because of those gifts
- (4) Winding Up
At the first occurrence of:
- (a) The winding up of the Gift / Donation Fund; or
 - (b) The Association ceasing to be a Deductible Gift Recipient as defined in the *Income Tax Audit Act (1997)* (ITAA97)

Any surplus assets of the Gift / Donation Fund will be transferred to one or more Deductible Gift Recipients as approved by the Australian Taxation Office under the ITAA97 as the Association decides.

7 QUALIFICATIONS FOR MEMBERSHIP OF ASSOCIATION

- (1) Full Membership comprises:
- (a) Any woman whose membership application for Full Membership has been accepted by the Board in accordance with these rules shall become a full financial member of the Association for the period expiring at 1 October each year.
 - (b) The Board has the right not to accept an application for full membership.
 - (c) Full Membership of the Association entitles the member to voting rights at Annual General Members and Special General Meetings of the Association.
 - (d) A woman who wishes to become a Full Member must apply for membership to the Board on the appropriate form, which is
 - (i) Signed by that woman and by both of the members referred to in sub-rule (d) (ii), and
 - (ii) Be proposed by one member and seconded by another member.
 - (e) The Board members must consider each application made under sub-rule (1) (d) at a Board Meeting and must at the Board Meeting or the next Board Meeting accept or reject that application.
 - (f) An applicant whose application for membership of the Association is rejected under sub-rule (1) (e) must, if she wishes to appeal against that decision, give notice to the Secretary of her intention to do so within a period of 14 days from the date she is advised of the rejection.

- (g) When notice is given under sub-rule (1) (f), the Association in a Special General Meeting no later than the next Annual General Meeting, must either confirm or set aside the decision of the Board to reject the application, after having afforded the applicant who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the Special General Meeting.
- (h) Only Full Members can hold a position on the Board.

(2) Honorary Life Membership

- (a) Honorary Life Membership of the Association may be granted by the Board, on the recommendation of the Executive, to any woman who has rendered special services to the Association.
- (b) Honorary Life Membership entitles the member to all the rights and privileges of Full Membership, except voting at Special General Meetings and Annual General Meetings.

8 REGISTER OF MEMBERS OF ASSOCIATION

- (1) The Association must comply with section 53 of the Act by keeping and maintaining an up to date register of the Full Members and Honorary Life Members of the Association and their postal or residential addresses and, upon the 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.
- (2) The register must be so kept and maintained at the Secretary's place of residence, or at such other place as the Board members at a Board Meeting decide.
- (3) The Secretary must cause the name of a person who dies or who ceases to be a member to be deleted from the register of members.
- (4) A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

9 SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

No entrance or subscription fees are to be paid by members of the Association.

10 TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- (1) Membership of the Association may be terminated upon
 - (a) receipt by the Secretary or another Board member of a notice in writing from a member of her resignation from the Association; or
 - (b) expulsion of a member in accordance with rule 11.

11 SUSPENSION OR EXPULSION OF MEMBERS OF ASSOCIATION

- (1) No member shall be expelled from the Association until she has been found guilty by the Disputes Tribunal of the Board of conduct prejudicial to the attainment of the objects of the Association.
- (a) The Disputes Tribunal shall be convened according to Rule 26, sub-rule (4).
 - (b) If the Disputes Tribunal considers that a member should be suspended or expelled from membership of the Association because her conduct is detrimental to the interests of the Association, the Disputes Tribunal must communicate in writing, to the member
 - (i) notice of the proposed suspension or expulsion and of the time, date and place of the Disputes Tribunal meeting at which the question of that suspension or expulsion will be decided; and
 - (ii) particulars of that conduct,not less than 30 days before the date of the Disputes Tribunal meeting referred to in paragraph (i).
- (2) At the Disputes Tribunal meeting referred to in a notice communicated under sub-rule (1) (b) (i), the Disputes Tribunal may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to, the Disputes Tribunal, 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.
- (3) Subject to sub-rule (5), a member has her 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 her under sub-rule (2).
- (4) A member who is suspended or expelled under sub-rule (2) must, if she wishes to appeal against that suspension or expulsion, give notice to the Secretary of her intention to do so within the period of 14 days referred to in sub-rule (3).
- (5) When notice is given under sub-rule (4):
- (a) the Association in a Special General Meeting, must either confirm or set aside the decision of the Disputes Tribunal to suspend or expel the member, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to, the Association in the Special General Meeting; and
 - (b) the member who gave that notice is not suspended or does not cease to be a member unless and until the decision of the Board to suspend or expel her is confirmed under this sub-rule.

12 OFFICE BEARERS OF THE ASSOCIATION

- (1) Subject to rule (13) sub-rule (9), the affairs of the Association will be managed exclusively by the Officer Bearers of the Association. The Office Bearers of the Association shall be:
- (a) Chairperson

- (b) Vice Chairperson
- (c) Secretary
- (d) Treasurer

- (2) The Office Bearers shall form the Executive of the Board.
- (3) All Office Bearers shall be financial Full Members elected by poll of the membership present and voting at the Annual General Meeting.
- (4) The Executive may invite other people, including the Association's Manager to attend meetings of the Executive.

13 THE BOARD

- (1) The Board shall consist of:
 - (a) the four (4) Office Bearers elected at the Annual General Meeting, who shall be Full Members of the Association;
 - (b) and between one (1) and five (5) additional Full Members elected at the Annual General Meeting;
 - (c) and between one (1) and three (3) Consumer Representatives
 - (d) the appointed CEO of the Association. This is a non-voting position;
 - (d) one paid or unpaid employee representative elected by the paid and unpaid employees of the Association in the week prior to the date of the Annual General Meeting. This is a non-voting position. A proxy representative shall be accepted at all Board Meetings.
- (2) Board members must be elected by poll to membership of the Board at an Annual General Meeting or appointed under sub-rule (8).
 - (a) Prior to the election of Board members at the first Annual General Meeting to be held after this constitution is accepted at a Special General Meeting of the Association, a poll will be held to choose which four positions will become vacant.
 - (b) Members who held those positions will be eligible for re-election to membership of the Board.
- (3) Subject to sub-rules 2(a) and (8), a Board member's term will be from her election at an Annual General Meeting for three consecutive years, but she is eligible for re-election to membership of the Board.
- (4) Except for nominees under sub-rule (7), a person is not eligible for election to membership of the Board unless a member has nominated her for election by delivering notice in writing of that nomination, signed by
 - (a) the nominator; and
 - (b) the nominee to signify her willingness to stand for election, to the Secretary not less than 7 days before the day on which the Annual General Meeting concerned is to be held.
- (5) A person who is eligible for election or re-election under this rule may

- (a) propose herself for election or re-election, and be seconded by another member, or
 - (b) second herself for election or re-election after being nominated by another member; and
 - (c) vote for herself.
- (6) If the number of persons nominated in accordance with sub-rule (4) for election to membership of the Board does not exceed the number of vacancies in that membership to be filled:
 - (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Board at, the Annual General Meeting concerned.
- (7) If vacancies remain on the Board after the declaration under sub-rule (6), additional nominations of Board members may be accepted from the floor of the Annual General Meeting. If such nominations from the floor do not exceed the number of vacancies, the Chairperson must declare those persons to be duly elected as members of Board. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Board, elections for those positions must be conducted.
- (8) If a vacancy remains on the Board after the application of sub-rule (7), or when a casual vacancy within the meaning of rule 15 occurs in the membership of the Board
 - (a) the Board may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will:
 - (i) hold office until the election referred to in sub-rule (2); and
 - (ii) be eligible for election to membership of the Board at the next following Annual General Meeting.
- (9) The Board may delegate, in writing, to one or more sub-committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- (10) Any delegation under sub-rule (9) 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 Board may continue to exercise any function delegated.
- (11) The Board may, in writing, revoke wholly or in part any delegation under sub-rule (9).
- (12) Terms of office of the Board for the following shall be:
 - (a) CEO – for the duration of employment as CEO of the Association.
 - (b) Employee Representative – from one Annual General Meeting until the Annual General Meeting in the following year.

14 DUTIES OF OFFICE BEARERS

(1) Chairperson

The Chairperson, subject to Rule 28, shall:

- (a)** chair all Board Meetings, Special General Meetings and Annual General Meetings of the Association;
- (b)** see that the minutes are read and confirmed at all such meetings and upon such readings and confirmation sign their name;
- (c)** prepare an agenda for every meeting of the Association and of the Board for distribution by the Secretary;
- (d)** ensure that the progress of the sub-committees is adequately reported to the Board at each meeting;

or shall delegate such duties in her absence.

(2) Vice-Chairperson

The Vice Chairperson shall:

- (a)** aid and assist the Chairperson in her duties;
- (b)** in the absence of the Chairperson, assume the role of Chairperson

(3) Secretary

The Secretary shall:

- (a)** attend all meetings and take minutes and in her absence the members present at the meeting shall appoint a substitute to take minutes;
- (b)** arrange all meetings and give all notices that may be required pursuant to these Rules;
- (c)** receive all correspondence and sign, dispatch and retain a copy of all outward correspondence of the Association or delegate such tasks to a person or persons who must first be approved by the Board.
- (d)** report to the Board any breaches, irregularities or infringements in respect of these Rules;
- (e)** comply with section 53 of the Act with respect to the register of members of the Association, as referred to in rule 8 and ensure that a list is kept of all members together with their address and the date of their joining;
- (f)** comply with Section 35 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
- (g)** comply with Section 58 of the Act by maintaining a record of

- (i) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 25; and
 - (ii) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,
- (h) make available upon the request of a member of the Association, the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;
 - (i) unless the Board Members resolve otherwise at a Board Meeting, 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 sub-rule 4 to be kept and maintained by, or in the custody of, the Treasurer; and
 - (j) perform such other duties as are imposed by these rules on the Secretary.

or delegate such duties in her absence.

(4) Treasurer

The Treasurer shall:

- (a) ensure that all monies received by the Association are paid into an account / accounts in the Association's name or the appropriate service of the Association;
- (b) ensure that correct books and accounts are kept showing the financial affairs of the Association. These records shall be available for inspection by any member;
- (c) ensure that all the financial accounts are submitted to the auditor to be audited at the end of each financial year;
- (d) ensure that a statement of income, expenditure and balance is presented at every meeting of the Association and to ensure the same is presented at the Annual General Meeting, such financial summary to be made up not more than one month prior to such meetings;
- (e) ensure that payments be made by cheque or by electronic banking, signed by any two signatories authorised by the Board
- (f) subject to rule 5(6), ensure that the books and any securities of the Association are kept in the Treasurer's custody or under the Treasurer's control.
- (g) perform such other duties as are imposed by these rules on the Treasurer.

or delegate such duties in her absence.

(5) Consumer Representative

Consumer Representative shall:

- (a) Protect the interest of consumers, service users and potential service users
- (b) Present how consumers may think and / or feel about certain issues
- (c) Contribute consumer experience
- (d) Provide information about any relevant issues affecting consumers

15 CASUAL VACANCIES IN MEMBERSHIP OF THE BOARD

- (1) A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member:
- (a) dies;
 - (b) resigns by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson and that resignation is accepted by resolution of the Board;
 - (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 Board Meetings; or
 - (ii) three (3) Board Meetings in the same financial year without tendering an apology to the person presiding at each of those Board Meetings; of which meetings the member received notice, and the Board has 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 Special General Meeting of members terminating her appointment as a Board member.
- (2) The Board shall have the power to fill a casual vacancy by co-opting member(s). The person so appointed shall continue to serve until the Annual General Meeting with full voting rights.

16 PROXIES OF MEMBERS OF ASSOCIATION

A Full Member (in this rule called “the appointing member”) may appoint in writing another Full Member who is a natural person to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at, any Special General Meeting, Annual General Meeting or Board Meeting.

17 PROCEEDINGS OF BOARD MEETINGS

- (1) The Board shall be responsible for implementing the objects of the Association.
- (2) The Board shall have power to co-opt such other members as it deems appropriate and may invite any suitable qualified person to assist the Association in any manner it sees fit.
- (3) The Board shall meet at least six (6) times in every year. The Chairperson, or a simple majority of the members of the Board, may at any time convene a meeting of the Board.
- (4) No member of the Association who is also a paid or unpaid employee of the Association

shall be eligible for any position on the Board other than staff representative or Manager.

- (5) In the event of the absence from a Board of
- (a) the Chairperson, the Vice-Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson,
- a Board member elected by the other Board members present at the Board Meeting must preside at the Board Meeting.
- (6) Questions arising at any meeting of the Board shall be decided by a simple majority of votes and each Board member present shall have one vote. In the case of an equality of votes the person presiding at the Board Meeting will have a casting vote in addition to her deliberative vote.
- (7) Each Board member has a deliberative vote.
- (8) Subject to these rules, the procedure and order of business to be followed at a Board Meeting must be determined by the Board members present at the Committee Meeting.
- (9) As required under sections 42 and 43 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must:
- (a) as soon as she becomes aware of that interest, disclose the nature and extent of her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- (10) Sub-rule (9) (a) does not apply with respect to a pecuniary interest that exists only by virtue of the fact that the member of the Board is a paid or unpaid employee of the Association.
- (11) The Secretary must cause every disclosure made under sub-rule (9) (a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

18 PROCEEDINGS OF SUB-COMMITTEES OF THE BOARD

- (1) The Board may delegate any of its powers and functions to a sub-committee as the Board thinks fit.
- (a) Any sub-committee so formed shall in the exercise of the powers so delegated conform to this Constitution and any directions which may from time to time be imposed upon it by the Board.
 - (b) The meetings or proceedings of any sub-committee shall, subject to the express directions given by the Board or set out in this Constitution, be governed by the provisions for meetings and proceedings of the Board.
- (2) Each sub-committee shall have a chairperson who shall be appointed annually by the members thereof at the first meeting of the sub-committee after the Annual General Meeting.
- (3) A report of the proceedings of the sub-committees shall be presented to the Board

regularly, as decided by the Board.

- (4) A delegate from each sub-committee who is not a Board member shall attend Board Meetings on an ex – officio basis if requested by the Board.
- (5) Within limitation to the foregoing the following may be permanent sub–committees of the Board.
 - (a) Finance sub–committee
 - (b) Reconciliation action plan sub–committee
- (6) Any permanent sub-committee shall:
 - (a) Meet at least quarterly. If the subcommittee fails to meet quarterly it will be tabled at the next board meeting and the board will review the need for the subcommittee.
 - (b) Present a report on its activities to the Board one month prior to the Annual General Meeting for distribution to the members of the Association prior to the Annual General Meeting.

19 PROCEEDINGS OF SPECIAL GENERAL MEETINGS

- (1) The Board
 - (a) may at any time convene a Special General Meeting;
 - (b) must, within 30 days of:
 - (i) receiving a request in writing to do so from not less than 20% of members whose subscriptions are fully paid the Board shall call a Special General Meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 11(4) convene a Special General Meeting to deal with the appeal to which that notice relates.
 - (c) must, after receiving a notice under rule 7 (1) (i), convene a Special General Meeting, no later than the next Annual General Meeting, 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 Annual General Meeting in relation to the Board’s rejection of her application and the Association at that meeting must confirm or set aside the decision of the Board.
- (2) The members making a request referred to in sub-rule (1) (b) (i) must:
 - (a) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (b) sign that request.
- (3) If a Special General Meeting is not convened within the relevant period of 30 days referred to:
 - (a) in sub-rule (1) (b) (i), the members who made the request concerned may themselves convene a Special General Meeting as if they were the Board; or

- (b) in sub-rule (1) (b) (ii), the member who gave the notice concerned may herself convene a Special General Meeting as if she were the Board.
- (4) When a Special General Meeting is convened under sub-rule (3) (a) or (b) the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- (5) Subject to sub-rule (6), the Secretary must give to all members not less than 14 days notice of a Special General Meeting and that notice must specify
 - (a) when and where the Special General Meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the Special General Meeting concerned and of the order in which that business is to be transacted.
- (6) A special resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (5), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (7) The Secretary must give a notice under sub-rule (5) or (6) 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 8.
- (8) When a notice is sent by post under sub-rule (7) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- (9) In the event of the absence from a Special General Meeting of:
 - (a) the Chairperson; or
 - (b) both the Chairperson and the Vice-Chairperson,

a member elected by the other members present at the Special General Meeting must preside at the Meeting.

20 PROCEEDINGS OF ANNUAL GENERAL MEETINGS

- (1) The Board must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 50 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation; and
- (2) There shall be an Annual General Meeting held once every calendar year within four months of the end of the financial year. Other Special General Meetings may be called as determined by the Board.
- (3) Advertisement of the Annual General Meeting shall be made in women's and women's health-oriented newsletters or papers published in Western Australia and known to the

Board at least seven (7) days before the Annual General Meeting.

- (4)** The Secretary must give to all Full Members not less than 21 days notice of an Annual General Meeting
- (5)** That notice must specify:

 - (a)** when and where the Annual General Meeting is to be held;
 - (b)** the particulars and order in which business is to be transacted, as follows

 - (i)** first, the consideration of the accounts and reports of the Board;
 - (ii)** second, the election of Board members to replace outgoing Board members; and
 - (iii)** third, any other business requiring consideration by the Association at the Annual General Meeting.
- (6)** A special resolution may be moved at an Annual General Meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. The notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.
- (7)** The Secretary must give a notice under sub-rule (6) by:

 - (a)** sending it by electronic mail; 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 8.
- (8)** When a notice is sent by post under sub-rule (7) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.
- (9)** The business to be conducted at the Annual General Meetings shall be:

 - (a)** To hear a report from the chairperson of the Association's affairs and activities since the last Annual General Meeting.
 - (b)** To consider a report by the Treasurer of the financial affairs of the Association.
 - (c)** To hold elections for office bearers and Board members.
 - (d)** To conduct such other items of business as the members shall wish to deal with.
 - (e)** The appointment of an auditor.
- (10)** In the event of the absence from an Annual General Meeting of:

 - (a)** the Chairperson; or
 - (b)** both the Chairperson and the Vice-Chairperson,

a member elected by the other members present at the Annual General Meeting must preside at the Meeting.

21 QUORUM AND MEETING PROCEEDINGS IN EVENT OF LACK OF QUORUM

- (1)** A quorum of the Board shall be at least five (5) Board members including at least one (1) Officer Bearer, unless and until members shall decide at an Annual General Meeting that a greater number shall be required.
- (2)** A quorum for an Annual General Meeting shall consist of 25% of financial Full Members including two Office Bearers of the Association.
- (3)** A quorum for a Special General Meeting shall consist of 25% of financial Full Members including two Office Bearers of the Association.
- (4)** A quorum for a sub-committee shall consist of one half of its current members.
- (5)** If within 30 minutes after the time specified for the holding of a Board Meeting, Special General Meeting or Annual General Meeting in a notice given under rule 19 (5) or 20 (5)-
 - (a)** as a result of a request or notice referred to in rule 19 (1) (b) or as a result of action taken under rule 19 (3) a quorum is not present, the meeting lapses; or
 - (b)** otherwise than as a result of a request, notice or action referred to in paragraph (a), the meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- (6)** If within 30 minutes of the time appointed by sub-rule (5) (b) for the resumption of an adjourned meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that meeting as if a quorum were present.
- (7)** The Chairperson may, with the consent of a meeting at which a quorum is not present, and must, if so directed by such a meeting, adjourn that meeting from time to time and from place to place.
- (8)** There must not be transacted at an adjourned meeting any business other than business left unfinished or on the agenda at the time when the meeting was adjourned.
- (9)** When a meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned meeting as if that meeting were a fresh meeting.

22 MINUTES OF MEETINGS OF THE ASSOCIATION

- (1)** The Secretary must cause proper minutes of all proceedings of all Board Meetings, Special General Meetings and Annual General Meetings to be taken.
- (2)** The Chairperson must ensure that the minutes taken of meetings under sub-rule (1) are checked and approved as correct by the Chairperson.
- (3)** When minutes have been entered and approved as correct under this rule, they are, until the contrary is proved, evidence that:
 - (a)** the meeting to which they relate (in this sub-rule called “the meeting”) was duly convened and 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.

23 VOTING

- (1) A Full Member whose subscription is fully paid prior to the current year's Annual General Meeting shall be entitled to vote at Annual General Meetings and Special General Meetings.
- (2) Non-financial members and Honorary Life Members may attend and enter discussion at Annual General Meetings and Special General Meetings but shall not be entitled to vote.
- (3) Subject to rule 29, all voting at Annual General Meetings and Special General Meetings shall be by a simple majority of Full Members entitled to vote provided that a quorum as is present.
- (4) Voting at Annual General Meetings and Special General Meetings shall be by poll. At a meeting
 - (a) an ordinary resolution put to the vote of Full Members will be decided by a simple majority of votes cast on a show of hands, subject to sub-rule (6); and
 - (b) a special resolution put to the vote will be decided in accordance with section 51 of the Act as defined in rule 2, and, if a poll is demanded, in accordance with sub-rules (6) and (8).
- (5) A declaration by the Chairperson of a meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with sub-rule (6).
- (6) At a meeting, a poll may be demanded by the Chairperson or by three or more members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- (7) If a poll is demanded and taken under sub-rule (6) in respect of an ordinary resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- (8) A poll demanded under sub-rule (6) must be taken immediately on that demand being made.
- (9) In the case of an equality of votes the Chairperson presiding at Annual General Meetings, Special General Meetings and Sub-committee meetings will have a casting vote in addition to her deliberative vote.
- (10) Voting at the Board Meetings shall be according to Rule 17, sub-rules 7 and 8.

24 FINANCES

- (1) The financial affairs of the Association shall be administered on the advice of the Board.

- (2) All funds of the Association shall be deposited in the first instance to the credit of a bank account or accounts maintained in the name of the Association or its services at such bank as the Board shall approve.
- (3) All cheques, withdrawal forms and electronic funds transfers shall be signed by not less than two persons from time to time appointed by the Board for that purpose. Invoices exceeding \$5,000.00 shall not be paid without the express authorisation of the Treasurer and Chairperson, except in the instance of wages, salaries and other predicted recurring expenditure.
- (4) Books of accounts shall be kept and audited annually.
- (5) All accounts in excess of \$5,000, except in the instance of wages, salaries and other predicted recurring expenditure, to be tabled at the Board meeting by the Treasurer.
- (6) Official receipts shall be issued for all monies received by the Association.
- (7) All funds or property of the Association not subject to any trust shall be available at the direction of the Board for carrying out the objects of the Association. No portion of these funds shall be paid or applied directly or indirectly by way of dividends, bonuses or otherwise, or by way of profit, to any member except in any proper remuneration to any Board member, office servant, agent, or paid or unpaid employee of the Association or in return for services actually rendered to the Association.
- (8) The books of account of the Association shall be kept at the office or at the business address of its service(s) and shall be open for inspection by any member of the Association at all reasonable times.

25 COMMON SEAL OF ASSOCIATION

- (1) The Association must have a common seal on which its incorporated name and the words "Common Seal" appears in legible characters.
- (2) The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded.
- (3) The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- (4) The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

26 DISPUTES AND MEDIATION

- (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.

- (2) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (3) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the dispute will be referred within 10 days to the Disputes Tribunal of the Board.
- (4) The Disputes Tribunal shall consist of three members of the Board nominated by the Board and shall include a paid or unpaid employee representative.
- (5) If the Disputes Tribunal is unable to resolve the dispute the parties to the dispute will hold a meeting in the presence of a mediator.
- (6) The mediator must be accredited as an Alternative Disputes Resolution mediator and be a member of the industry recognised professional association for mediators.
- (7) The mediator cannot be a member who is a party to the dispute.
- (8) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (9) 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 throughout the mediation process.
- (10) The mediator must not determine the dispute.
- (11) The mediation must be confidential and without prejudice.
- (12) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

27 AMENDMENTS TO RULES (CONSTITUTION) OF ASSOCIATION

- (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 30, 31 and 33 of the Act, which is as follows:
 - (a) Subject to sub-rule (1) (d) and (1) (e), the Association may alter its rules by special resolution at a Special General Meeting 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 Board 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 this Act;
 - (c) An alteration of the rules of the Association does not take effect until sub-rule (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 (1) (a) to (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-rules (1) (a) to (1) (c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- (2) Subject to sub-rule (1) (d) and (1) (e), a special resolution to alter the Association's rules must be passed by 75% of members present and voting at the Special General Meeting called for the purpose of altering the rules of the Association.
 - (3) These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

28 EMPLOYEES OF THE ASSOCIATION

- (1) The Board shall supervise the selection and appointment of the CEO position and ratify the choice of any sub-committee created for the purpose of interviewing and selecting the CEO.
- (2) The CEO shall be responsible for and have the power to make decisions on the day management and administration of that Association.
- (3) The CEO shall be responsible for the recruitment and supervision of all other employees of the Association.
- (4) Any employee of the Association whose contract is not renewed or whose appointment is terminated for any reason shall have the right of appeal to the Disputes Tribunal of the Board, convened according to Rule 26, sub-rule (4). The Tribunal shall have the power to reinstate the employee or vary the conditions of termination as it sees fit.

29 DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

- (1) The Association shall be wound up or dissolved providing that 75% of Full Members voting at a meeting to dissolve the above association give their consent.
- (2) If upon winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.
- (3) The nominated association in sub-rule (2) must have similar objects to the Association and be approved by the Commissioner of Taxation as a Public Benevolent Institution under Commonwealth Taxation Act.
- (4) The distribution of surplus property referred to in sub-rule (3):

- (a)** Must be approved by the Commissioner and
- (b)** Is not to be made to any member or former member of the Association or to any person to be held in trust for any member or former member of the Association.

END OF DOCUMENT