



Hedland Well Women's
Centre Inc.

2020 CONSTITUTION

Approved 28th Oct 2020

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CONSTITUTION

(As per the Requirements of the West Australian Associations Incorporation Act, 2015)

1. Name of the Association

The name of the association is **Hedland Well Women's Centre Incorporated.**

2. Definitions

The following definitions apply:

- a) The Act' means the Associations Incorporation Act, 2015.
- b) The Association' refers to **Hedland Well Women's Centre Inc.** 2B Leake Street, South Hedland WA 6722.
- c) 'The Board' means the Board of Management of the Association.
- d) A 'Board Member' means a member of the Board of Management of the Association.
- e) 'General Meeting' means a meeting that is open to all members of the Association.

3. Aim

Enhancing the health and wellbeing of Women in the Hedland area.

4. Objectives

- a) To provide a women's health service, based on a social model of health, to ensure the most vulnerable women and their families within our Community to have access to support and healthcare regardless of financial and social circumstances
- b) To provide support and services to women and their families to relieve poverty, distress, sickness, suffering, destitution, misfortune, disability and helplessness
- c) To foster a spirit of neighbourly co-operation, community spirit and participation; and to be respectful of indigenous culture and people.
- d) To advocate for the health needs of women in the Pilbara region.

5. Not for Profit

- a) The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.
- b) A payment may be made to a member out of the funds of the Association only if it is authorised under the conditions in subrule 5.3

- c) A payment to a member out of the funds of the Association is authorised if it is —
- i. the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
 - ii. the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
 - iii. the payment of reasonable rent to the member for premises leased by the member to the Association; or
 - iv. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association.

6. Powers of the Association

In pursuing the above objectives the Association shall have the following powers:

- a) Accept grants, donations, and gifts by will or otherwise of any real or personal property and money from any person, and from State, Commonwealth, and local Governments that benefit the Association and meet the objectives of the Association.
- b) To purchase, sell, mortgage, lease, exchange or otherwise acquire or dispose of any real or personal property.
- c) To raise, aid or contribute to the raising of funds for the use and benefit for the Association for any purpose considered advantageous to these objectives.
- d) To open and operate bank accounts, make investments, apply for funding, employ staff and consultants and undertake any other lawful activities necessary to carry out the objectives.
- e) To appoint, employ, dismiss or suspend persons as required.

7. Membership of the Well Women's Centre

7.1 Qualifications for Membership

- a) Membership shall be open to any person who is in agreement with the objectives of Association, is not a paid employee of the Association and has satisfied the Procedure for Membership specified below.
- b) Members must be 18 years of age to hold voting rights.
- c) The Rights of a member are not transferable.

7.2 Procedure for Membership

A person who wishes to become a member must:

- a) Complete an Association membership form.

- b) Pay a membership fee as prescribed by the Board.
- c) Membership closes for a period of ten (10) days before the Annual General Meeting of the Association. Membership reopens following the Annual General Meeting.

7.3 Life Membership

- a) Life Membership will be awarded to individuals who the Association Board deems to have been significant benefactors and/or supporters.
- b) Recipients will receive free membership for life.

7.4 Register of Members of the Association

- a) The CEO or delegated staff member shall keep and maintain a register of members showing the name, address, type of membership, date membership commenced and date membership expires.
- b) The CEO or delegated staff member shall delete the name of any person who dies or who ceases to be a member of the Association from the register of members.
- c) Members seeking access to the register of members, should demonstrate that they seek the information for Association business only by completing a statutory declaration.

7.5 Membership Fees

- a) Membership fees are due 1 July each year.
- b) Members may pay their fees up until the close of nominations for the Board Positions, ten (10) days prior to the Association's Annual General Meeting.
- c) Memberships not renewed by this time will cease and members will have to reapply for membership as specified above.

7.6 Cessation of Membership

- a) A member can resign from the Association by giving notice in writing to a member of the Board. Their membership ceases on the delivery of the notice.
- b) A person ceases to be a member when any of the following takes place —
 - i. for a member who is an individual, the individual dies;
 - ii. the person resigns from the Association under rule 7.6a;
 - iii. the person is expelled from the Association under rule 7.7;
 - iv. the person ceases to be a member under rule 7.5.
- c) The secretary or delegated staff member must keep a record, for at least one year after a person ceases to be a member, of —
 - i. the date on which the person ceased to be a member; and
 - ii. the reason why the person ceased to be a member.

7.7 Expulsion of Members

- a) The Association shall have the power to expel or suspend a member who brings the Association into disrepute or behaves in such a manner that obstructs the Association in the pursuit and fulfilment of their objectives but shall not do so until it has conducted a proper enquiry into any alleged misconduct of the member.
- b) The person must be given fourteen (14) days' notice in writing of pending expulsion stating the reasons for the expulsion/suspension and the right of reply. The Board's decision, which is given in writing, is final.

8. Management of the Association

8.1 Board of Management

- a) The Association shall be managed by a Board of Management comprising of:
 - i. Chairperson
 - ii. Deputy Chairperson
 - iii. Secretary
 - iv. Treasurer
 - v. 4 - 8 other Board members

8.2 Register of Members of the Board of Management

- a) The Secretary or delegated staff member shall keep and maintain a register of members of the Board showing the name, address, position held, date membership of the Board of Management commenced, and date membership ceased.

8.3 The Board of Management shall be responsible for:

- a) Upholding and advancing the objectives, and the proper exercise of the powers of Association.
- b) Formulation and adoption of strategic directions to ensure the development and implementation of policies, programs and operating guidelines which are consistent with the Associations objectives.
- c) Ensure Policies and Procedures are in place to and provide for the effective and efficient administration of funds and programs, including those with contractual obligations.
- d) Meeting the requirements of the Associations Incorporation Act, 2015.
- e) Oversight of the financial management of the Association including meeting the requirements of any funding or other agreements into which the Association has entered.
- f) Establishing and managing sub-Committees.
- g) Maintaining membership of and community support for the Association.
- h) Ensuring that any vacancy of office bearers, which may occur between Annual General Meetings is filled.

8.4 Board of Management Meetings

- a) The Board of Management shall meet at least 8 times a year or as often as is required.
- b) The Chairperson or two members of the Board shall have the power to call a meeting of the Board of Management.
- c) The Chairperson shall call for members to declare any and all Material Personal Conflicts of Interest at the beginning of each meeting as per the requirements of Section 42 of the Act. These should be recorded in the minutes.

8.5 Subcommittees

To help the Board in the conduct of the Association's business, the Board may

- a) Appoint one or more subcommittees
- b) A subcommittee may consist of the number of people, whether or not members, that the Board considers appropriate
- c) The Board may revoke the duties of the subcommittee at any Board Meeting
- d) Subject to any directions given by the Board
 - i. A subcommittee may meet and conduct business as it considers appropriate reporting back to the Board as required
 - ii. Perform any duty as delegated by the Board other than those prevented by the Act.

8.6 Quorum for Board of Management Meetings

- a) The quorum for a meeting shall be half of all elected members of the Board, two of which must be office bearers.
- b) In the event of a quorum not being achieved, the members present may vote to proceed with the meeting and deal with any matters of urgency. Any decisions made at that time are to be put to the next meeting for ratification.
- c) If any urgent decision is required between meetings, an email shall be sent to all Board Members to gain consensus so that the matter can be acted upon and then be ratified and recorded in the minutes of the next Board Meeting.

8.7 Voting at Board of Management Meetings

- a) Each Board Member including the Chairperson has one vote.
- b) All voting shall be in person (including those attending via phone or zoom) and all decisions at Board of Management Meetings shall be deemed to be passed if moved, seconded and a majority vote is obtained.

- a) Any member of the Board who has a direct or indirect financial interest in any matter is encouraged to advise Board immediately of the conflict of interest and if the conflict is not impartial it is to be considered by the and ask the board member to cease being involved in the decision.
- b) The Board may invite any person to address the meeting but that person shall have no right to vote.

8.8 Staff Representation at Board of Management Meetings

- a) The Chief Executive Officer or representative in their absence of Hedland Well Women's Centre will attend each Board meeting in an ex-officio capacity and shall not have a vote.
- b) The Chief Executive Officer will:
 - i. Present a report on the operations of the service since the last meeting.
 - ii. Bring to the attention of the Board any issues, which require Board consideration.
 - iii. Provide information and advice to assist the Board in its deliberations.
 - iv. Provide feedback to other staff of the considerations and deliberations of the Board.
- c) The Board may, by a majority vote, require that no staff member be present for all or part of a Board meeting.

8.9 Election of Board of Management Members

- a) Board members shall be elected at the Annual General Meeting of the Association for a term expiring at the conclusion of the next Annual General Meeting of the Association.
- b) Under section 39 of the Act the following persons must not, without leave of the Commissioner, accept an appointment or act as a member of the Board of an association:
 - i. a person who is, according to the Interpretation Act 1984 section 13D, a bankrupt or person whose affairs are under insolvency laws;
 - ii. a person who has been convicted, within or outside the State, of-
 - iii. an indictable offence in relation to the promotion, formation or management of a body corporate; or
 - iv. an offence involving fraud or dishonesty punishable by imprisonment for a period of not less than three months; or
 - v. an offence under Part 4 Division 3 or section 127 of the Act
 - vi. Section 39 only applies to a person who has been convicted of the above offences only for a period of 5 years from the time of the person's conviction, or if the conviction results in a term of imprisonment, from the time of the person's release from custody.

8.10 Nominations for Board Positions

- a) Only financial members of the Association can nominate for election.
- b) Retiring Board members may nominate for re-election.
- c) Members may hold office for a period of three consecutive years. Upon retiring from that office, the member is eligible to stand for an alternative office position.
- d) Nominations for vacant positions on the Board must be:

- i. Made in writing 10 days prior to the Annual General Meeting
 - ii. Be seconded by another member
- e) If there is no nomination for a position, the chairperson of the meeting may call for nominations from the ordinary financial members at the meeting
- f) If any Board of Management positions are not filled at the Annual General Meeting the Board shall co-opt members as required.

8.11 Cessation of Office of Board of Management Members

- a) A member of the Board of Management shall cease to hold office when:
- i. They resign in writing as a Board member.
 - ii. Are suspended or expelled as a member of the Association.

8.12 Absence from Meetings

- a) Absence from 3 Board meetings without notification or acceptable excuse is grounds for removal from office of a Board member.

8.13 Expulsion from Board of Management

- a) The Association shall have the power to expel or suspend a Board member who brings the Association into disrepute or behaves in such a manner that obstructs the Association in the pursuit and fulfilment of their objectives. But shall not do so until it has conducted a proper enquiry into any alleged misconduct of the member, ensuring that the member has been afforded a reasonable opportunity to be heard.
- b) The person must be given 14 days notice in writing of pending expulsion stating the reasons for the expulsion/suspension and the right of reply. The Board's decision, which is given in writing, is final.

8.14 Appeals Against Expulsion

- a) Should the person wish to appeal they need to confirm this intention in writing, to the Secretary within 14 days of receiving their notice of the pending expulsion notice, by registered mail.
- b) The person is then afforded a second opportunity to present to the board, reasons why they should not be expelled.
- c) Any board member who is party to this dispute or complaint must stand aside from this final board decision.
- d) The board's decision, which is given in writing, is final.

9. Disputes and Mediation

- a) The grievance procedure set out in this rule applies to disputes under these Rules between –
a member and another member; or
a member and the Association.

- b) 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.
- c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- d) The mediator must be –
 - i. a person chosen by agreement between the parties; or
 - ii. in the absence of agreement –
 - a) in the case of a dispute between a member and another member, a person appointed by the Board of the Association; or
 - b) in the case of a dispute between a member and the Association, a person who is a mediator appointed or employed by the Chairperson of the Law Society of Western Australia
- e) A member of the Association can be a mediator however, the mediator cannot be a member who is a party to the dispute and the mediator must not determine the dispute.
- f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- g) The mediator, in conducting the mediation, must –
 - i. give the parties to the mediation process every opportunity to be heard;
 - ii. allow due consideration by all parties of any written statement submitted by any part;
 - iii. ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- h) 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.

10. Duties of Office Bearers

Unless otherwise determined by the Board of Management, the duties of the members of the Board shall include the following

10.1 Duties of Chairperson

- a) Meeting the requirements specified in the constitution of the Association, ensuring with other members of the Board, that the legal responsibilities of the Association are met including compliance with the Associations Incorporation Act, 2015.
- b) Ensure regular Board of Management meetings are held and that all Board members are advised of the meetings.
- c) Draw up an agenda for the meetings with the assistance of the secretary and/or the Chief Executive Officer of the service.
- d) Prioritise agenda items and if necessary, set time limits in cooperating with the CEO.
- e) Manage and facilitate the meetings of the Board.

- f) Note motions and amendments (with the secretary) and put these to a vote.
- g) Sign the minutes after they have been confirmed as an accurate record of the previous meeting.
- h) Be a member of sub-Committees if required and ensure they report adequately to the Board at each meeting.
- i) Act as a spokesperson for the Association when necessary.
- j) Maintain regular contact with the Chief Executive Officer of the Hedland Well Women's Centre and provide to the Board advice of those meetings.
- k) Perform other duties as required by the constitution of the Association.

10.2 In the absence of the Chairperson

In the absence of the Chairperson at a Board meeting the Deputy Chairperson or a member elected by a majority vote of the Board of Management shall undertake the duties of the Chairperson.

10.3 Duties of the Deputy Chairperson

In the absence of the Chairperson carry out the above duties

10.4 Duties of the Secretary

- a) Call meetings in accordance with the constitution if required.
- b) Prepare and distribute, at least one (1) week prior to any meeting, the notices required for meetings and for the business to be conducted at meetings
- c) Ensure that accurate minutes are taken of Board meetings and at any other meetings of the Association. The minutes are properly filed, and copies of the minutes are distributed to members prior to the next meeting.
- d) Work with the Chairperson to note motions and amendments voted on.
- e) Ensure that a list of correspondence received and sent to the Board is available at each Board meeting and that correspondence requiring action by the Board is brought to the Board's attention.
- f) Receive and submit to the Board of Management all applications for membership to the Board and ensure a Register of members and Board members is maintained.
- g) Be responsible for the Common Seal of the Association and ensure that it is only used on proper authority.
- h) Perform such other duties as required by Association.

10.5 In the absence of the Secretary

In the absence of the Secretary at a Board of Management meeting another member shall be elected to ensure proper minutes are taken.

10.6 Duties of the Treasurer, together with paid staff

- a) Be responsible for overseeing the financial management of the Association.
- b) Liaise with the CEO and accounting partners to ensure the safekeeping of all books and documents of a financial nature, including securities.
- c) Ensure correct Policies are in place to enable the Centre to keep proper books of account and that funds are not being mismanaged.
- d) Report to the Board to ensure the financial management requirements of funding bodies are met.
- e) Ensure financial reports are produced and presented at Board meetings.
- f) Assist the CEO to ensure an audit of the books is prepared each financial year.
- g) Report to the Annual General Meeting on the financial standing of the Association.
- h) Assist the CEO to prepare an annual budget and present to the Board at the beginning of each financial year.
- i) Ensure, with other members of the Board, that the legal obligations of the Association are met.
- j) Perform such other duties as required by the Association.

10.7 Duties of All Board of Management Members

- a) Be accountable for the operations of the Association **as per 8.3**
- b) Report to the Board any breaches, irregularities or infringements in respect to the Constitution that come to their attention
- c) Other Board members should assist the Chairperson, Deputy Chairperson, Secretary or Treasurer in undertaking their duties.
- d) Members are encouraged to sit on subcommittees and to perform such other duties as required by the Association.

10.8 Spokesperson

The person acting as spokesperson for the Association shall make statements in accordance with previously agreed policy, or, in an emergency, following consultation with at least two other Board members.

11. General Meetings

11.1 Annual General Meeting

- a) The Annual General Meeting shall be held within six (6) months of the end of the Association's financial year on a date to be determined by the Committee.

- b) Not less than fourteen (14) days written notice shall be given of the Annual General Meeting and shall specify the place, date and hour.
- c) The business of the Annual General Meeting shall be:
 - i. Confirm the minutes of the previous Annual General Meeting and any Special General Meeting held since then.
 - ii. The receipt of the Chairperson's report for the previous year.
 - iii. The receipt of the Chief Executive Officer's report for the previous year.
 - iv. The receipt of the Treasurer's report and the audited financial statements for the previous financial year.
 - v. The election of Board of Management members.
 - vi. The appointment of an Auditor for the following financial year.
 - vii. Any other business of which notice has been given in accordance with these rules.

11.2 Special General Meeting

- a) The Secretary shall call a Special General Meeting of the Association within fourteen (14) days of receiving a directive from the Board, or the written request of three (3) Board Members, or from six (6) members, or one half of the members, whichever is less.
- b) The request for a Special General Meeting must be signed by the members and must specify the business to be carried out at that meeting.
- c) Not less than fourteen (14) days notice shall be given to the members, of any Special General Meeting. The notice shall specify the place, date and time of the Special General Meeting and nature of the business to be carried out at that meeting.

11.3 Notice of General Meetings

- a) The Secretary or, in the case of a special general meeting convened by Members under Section 11.2a, the members convening the meeting, must give to each member
 - i. At least fourteen (14) days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
 - ii. At least fourteen (14) days' notice of a general meeting in any other case.

11.4 Quorum for Annual General Meeting and Special General Meetings

- a) The quorum for a General Meeting is 10 members or 50% of the membership, whichever is less, present in person or by proxy.
- b) If there is no quorum within thirty (30) minutes of the starting time for the meeting, then a majority of members present shall decide to adjourn the meeting for a period of not more than thirty (30) days.
- c) The quorum for the adjourned meeting shall be the number of members present 30 minutes after the starting time.

11.5 Voting at General Meetings

- a) Proxies - a member may appoint in writing another member to be their proxy and to attend, and vote on their behalf at any General Meeting.
- b) Appointment of a Proxy must be in writing and signed by the member making the appointment.
- c) A member may not be a proxy to more than one (1) other member.
- d) Each member, present in person or by proxy, at a General Meeting is entitled to one vote.
- e) Voting shall be by a show of hands, however, a secret ballot shall be held if a request is made by a financial member present. The Chairperson shall determine the manner in which the secret ballot will be conducted, and the result as declared by the Chairperson, shall be deemed to be a resolution of the meeting concerned.

12. Finance

- a) All funds shall be deposited to the credit of the Association at such Bank or Building Society as may be approved by the Board from time to time.
- b) All such accounts shall be operated by, and require the signature of, at least one (1) office bearer, nominated Board Member or other signatory and the staff person.
- c) The Chairperson, two (2) office bearers and/or nominated Board Member and the staff person shall be signatories to the bank accounts of the Association with at least two (2) people to sign.
- d) Whilst serving on the Board, a Life Member will remain as signatory to the accounts in addition to those nominated by the Board
- e) The Association's financial year shall run from 1 July of one year to 30 June of the following year.

13. Audited Accounts and Records

- a) The Board of Management shall appoint an Auditor who is not a member of the Association, who shall audit the accounts and records of the Association annually and the Treasurer shall present to the Annual General Meeting a report as to the financial position of the Association.
- b) The Board of Management shall give to the Auditor at all reasonable times full access to the Association's books and accounts and afford the Auditor every facility for the purpose of making a correct audit of the Association's financial affairs.

14. Inspection of Association Records

- a) Upon reasonable notice to the Secretary, any financial member may inspect the Constitution, books and documents of the Association, excluding those of a confidential and personal nature which relate to staff and clients of the Association.
- b) The member must not use or disclose information in a record or document referred to in subrule 14.a except for a purpose that is directly connected with the affairs of the Association; or that is related to complying with a requirement of the Act.

15. Publication by Board Members of Statements about Association prohibited

- a) A Board Member must not publish, or cause to be published, any statement about the business conducted by the Association at a general meeting or Board meeting unless
 - a. The Board Member has been authorised to do so at the meeting; and
 - b. The authority given to the Member has been recorded in the minutes of the meeting at which it was given.

16. Common Seal of Association

- a) The Association shall have a Common Seal on which its incorporated name shall appear.
- b) The Common Seal of the Association shall not be used without the express authority of a minimum of two signatories excluding association employees. Every use of that Common Seal shall be recorded in the minutes of the next Board meeting.
- c) The affixing of the Common Seal of the Association shall be witnessed by the Chairperson, Secretary or Treasurer and minuted at the next Board Meeting.
- d) The Common Seal of the Association shall be kept in a locked box at the HWWC unless the Board decides otherwise.

17. Alteration of Rules

- a) These Rules may be altered or replaced by a 'special resolution' which is a resolution passed by a majority of not less than three quarters of members present including a minimum of two office bearers, in person or by proxy as advised in writing to the chairperson or secretary, at a Special General Meeting of the Association.
- b) At least fourteen (14) days' notice of the meeting must be given and must specify the proposed amendments.
- c) The Deputy Commissioner of Taxation and the Chief Executive Officer of any organisation that provides funds to the Association shall be notified in writing of any alteration to the Rules within thirty (30) days of approval of the alteration from the Commissioner of Consumer Protection.

18. Dissolution

- a) If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed -
 - i. To another association incorporated under the Act, having objects similar to those of the Association.
 - ii. For charitable purposes, which incorporated association, or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Board under Section 24(1) of the Associations Act 2015.

- b) Any additional requirements for the distribution of surplus assets in the Act and Regulations shall also be complied with, and no surplus assets shall be distributed in a manner inconsistent with the Act or Regulations.

19. Certification

I HEREBY CERTIFY the foregoing to be a true and correct copy of the rules of the association.

.....ROBIN ZADOW, CHAIRPERSON
Person authorised to apply for incorporation.

.....28.10.2020
Date

20. Templates for AGM

Annual General Meeting

The Annual General Meeting (AGM) of **Hedland Well Women's Centre** will be held within 6 months of the end of the financial year in accordance with the constitution and the Associations Incorporation Act 1987.

Agenda

The agenda for the AGM will be:

1. The receipt of the Chairperson's report for the previous financial year.
2. The receipt of the Treasurer's report and the audited financial statements or the previous financial year.
3. The appointment of an auditor for the current financial year.
4. The receipt of the Chief Executive Officer's report for the year.
5. The election of Board of Management members.

Notice

Notice of the Annual General Meeting will be emailed to all current members and other related services in the region, including services for people with special needs although voting is restricted to current members of Hedland Well Women's Centre. The outgoing Board of Management will encourage nominations for Board membership from people with a range of cultural backgrounds and areas of interest.

Fourteen (14) days' notice of the Annual General Meeting will be given.

