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Women's Legal Service WA Inc.

CONSTITUTION

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1. Name

The name of the association is Women's Legal Service WA Inc

2. Definitions

In this Constitution:

Act means the *Associations Incorporation Act 2015* (WA).

Associate Member means an organisation entered in the Member's register as an Associate Member.

Association has the meaning given in clause 1.

Annual General Meeting means a meeting held in accordance with clause 7.

Board means the managing body of the Association appointed under clause 13.

Business Day means a day on which banks are open in Perth, other than a Saturday or a Sunday.

Commissioner means the Commissioner for the purposes of the Act.

Constitution means this Constitution as amended from time to time.

Deductible Gift Recipient means an entity to which gifts of money or property are tax deductible under Division 30 of the Tax Act and any equivalent or corresponding entities under any statutory provisions that succeed those statutory provisions.

Financial Report means a financial report of a tier 2 association or tier 3 association prepared in accordance with Part 5 of the Act and which consists of:

- (a) the Financial Statements for the relevant Financial Year;
- (b) the notes to the Financial Statements; and
- (c) the Committee's declaration about the Financial Statements and notes;

Financial Statements means financial statements prepared in accordance with Division 3 of the Act;

Financial Year means the year ending June 30.

General Meeting means a meeting of Members convened in accordance with clause 7 or clause 8.

Gift Fund has the meaning given to it in clause 18.

Member means an individual entered in the Member's register as an ordinary Member.

Organisational Member means an Associate Member that is a body corporate or any other organisation.

Regulations means the *Associations Incorporations Regulations 2016* (WA) and any other regulations made under the Act.

Senior Executive Officer means the senior executive officer of the Association.

Special General Meeting means a meeting held in accordance with clause 8.

Special Resolution has the meaning given by section 51 of the Act.

Surplus Property has the meaning given in section 3 of the Act.

Tax Act means the *Income Tax Assessment Act 1997* (Cth).

3. Interpretation

In this Constitution:

- (a) all singular words also mean and include the plural and the word "person" includes a corporation;
- (b) headings are used for convenience only and do not affect the interpretation of this Constitution;
- (c) a reference to a statute includes regulations under it and consolidations, amendments, re-enactments or replacements of any of them; and
- (d) a reference to the Chairperson, the Deputy Chairperson, the Treasurer or the Secretary of the Association is a reference to each person who holds that office under this Constitution.

4. Statement of Purpose

4.1 Purposes

The purposes of the Association are:

- (a) To provide direct legal advice and representation, legal case work services and legal information, including but not restricted to telephone advice and referral services, to women in disadvantaged and/or underprivileged circumstances or who are unable to obtain, or have difficulty in obtaining, access to the legal system in relation to a particular problem arising from or connected to their disadvantaged and/or underprivileged circumstances.
- (b) To identify and respond to the legal information and advice needs of marginalised women from a range of cultural, linguistic and socio-economic backgrounds.
- (c) To provide legal knowledge and information to empower women to make informed legal choices.
- (d) To engage in community legal education that upholds and advocates women's legal rights and just legal outcomes for women.
- (e) To involve and consult actively with women to ensure that the provision and development of services reflects their legal needs and priorities.
- (f) To undertake policy development and law reform activities to ensure that the needs and rights of marginalised women are adequately acknowledged, represented and met.

4.2 Property and income

- (a) The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.
- (b) A payment may be made (directly or indirectly) to a Member out of the funds of the Association only if it is authorised under clause 4.2(c).
- (c) A payment to a Member out of the funds of the Association is authorised if it is:
 - (i) a payment in good faith to that Member of reasonable remuneration for services provided to the Association; or reasonable compensation for goods supplied to the Association in the ordinary course of business; or
 - (ii) the reimbursement of reasonable expenses properly incurred by a Member on behalf of the Association

5. Guiding Principles

- (a) The Association is committed to equitable access for all groups of women. It is a state-wide legal service, guided by feminist principles and the principles embodied in the UN Convention on the Elimination of all Forms of Discrimination Against Women.
- (b) The Association advocates women's legal rights taking into account the social, economic and cultural contexts in which women live.
- (c) The Association recognises the barriers faced by women seeking access to the legal system and to justice through that system.
- (d) The Association recognises and values the diversity of women and their different needs and choices.
- (e) The Association acknowledges and recognises the injustices that Indigenous women have suffered and continue to suffer. The organisation also acknowledges and recognises Indigenous women's cultural needs and aspirations and is committed to the process of reconciliation.

6. Membership

6.1 Classes of membership

- (a) The membership of the Association will consist of:
 - (i) ordinary Members, who are individuals;
 - (ii) Associate Members, who may be individuals or organisations. Organisations that are Associate Members are referred to as Organisational Members; and
 - (iii) any other classes of Members as may be established by the Board from time to time in accordance with clause 6.1(b).

- (b) Subject to the Act and without derogating from the rights of existing Members, the Board may at any time create additional classes of membership of the Association and determine the eligibility criteria, rights, obligations, restrictions and any nomination procedure attaching to those other classes of membership.

6.2 Eligibility for ordinary membership

Ordinary membership of the Association is open to individuals who:

- (a) accept and support the Statement of Purpose and Guiding Principles of the Association;
- (b) are willing to become actively involved in the Association's service provision activities; and
- (c) have had their membership application approved by the Board and have paid their applicable membership fees (if any).

6.3 Eligibility for associate membership

Associate membership of the Association is open to individuals or organisations that:

- (a) have aims and objectives that are consistent with those of the Association;
- (b) accept and support the Statement of Purpose and Guiding Principles of the Association; and
- (c) have had their membership application approved by the Board and have paid their applicable membership fees (if any).

6.4 Rights of Members

- (a) Members have all the rights provided to Members under this Constitution, including (but not limited to) the right to:
 - (i) receive notices from the Association;
 - (ii) attend and vote at General Meetings of the Association; and
 - (iii) stand for election or appointment to the Board.
- (b) Associate Members:
 - (i) may attend General Meetings of the Association (or in the case of Organisational Members, may attend by their representative);
 - (ii) have no voting rights at General Meetings of the Association; and
 - (iii) are not eligible for election or appointment to the Board, or in the case of Organisational Members, their representatives are not eligible for election or appointment to the Board.

6.5 Membership applications

- (a) Applications for membership of the Association must be made in writing in the form approved by the Board for this purpose and signed by the applicant. In the

application the applicant must certify that they commit to the Statement of Purpose and Guiding Principles of the Association.

- (b) Application forms 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 and may determine to waive any applicable membership fees, in whole or in part.
- (e) If the Board approves the application for membership, the Secretary must, as soon as practicable:
 - (i) notify the applicant in writing of the approval for membership; and
 - (ii) request payment, within 28 days after receipt of the notification, of the membership fee (if applicable).
- (f) The Secretary must, no later than 28 days after the receipt of the membership fee (if applicable), enter the applicant's name in the register of Members.
- (g) An applicant for membership becomes a Member or Associate Member and is entitled to exercise the rights of membership when the applicant's name is entered in the register of Members.
- (h) If the Board rejects an application, the Board must, as soon as practicable, notify the applicant in writing that the application has been rejected.
- (i) A right, privilege or obligation of a person by reason of membership of the Association:
 - (i) is not capable of being transferred or transmitted to another person; and
 - (ii) terminates upon the cessation of membership whether by death or resignation or otherwise.
- (j) The membership fee is the amount set by the Board from time to time.

6.6 Representatives of Organisational Members

- (a) An Organisational Member may appoint a natural person to act as its representative in all matters, subject to the Act and subject to any restrictions on the Representative's powers imposed by the Organisational Member. Notice of the appointment of the representative must be lodged with the Secretary.
- (b) Subject to this Constitution, a Representative:
 - (i) is entitled to attend General Meetings but has no voting rights; and
 - (ii) is not eligible stand for election or appointment as a Board member.

6.7 Register of Members

- (a) The Secretary must keep and maintain a register of Members in accordance with section 53 of the Act, containing:

- (i) the name and residential, postal or email address of each Member and Associate Member (including all Organisational Members);
 - (ii) the date on which each Member's or Associate Member's name was entered in the register; and
 - (iii) if applicable, the date on which each Member or Associate Member ceases to be a Member or Associate Member of the Association.
- (b) Any changes to the register of Members must be recorded in the register of Members within 28 days.
 - (c) The Secretary is responsible for the secure custody of the register, which will be stored at the Association's office.

6.8 Inspecting and copying the Register

- (a) The Register is available for inspection free of charge by any current Member upon written request to the Secretary.
- (b) A Member may make a copy of entries in the Register.
- (c) A Member may apply in writing to the Committee for a copy of the Register. The Committee may in its discretion require the Member to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Association.
- (d) The Committee may charge a reasonable fee for providing a copy of the Register.
- (e) A Member must not use or disclose any information in the Register for any purpose other than a purpose that:
 - (i) is directly connected with the affairs of the Association; or
 - (ii) relates to the administration of the Act.

6.9 Renewal of membership

- (a) Membership fees (if applicable) must be paid in the manner and by the date directed by the Board from time to time.
- (b) If any membership fee remains unpaid for a period of two months after it falls due, the Secretary will send a notice to the Member or Associate Member requiring payment of the outstanding amount within 28 days of the date of the notice.
- (c) If the amount is not paid within this 28-day period then the Member or Associate Member will at the end of the period automatically and without further notice cease to be a Member or Associate Member (as applicable).
- (d) The Board may, in its absolute discretion, reinstate the Member or Associate Member on payment of all arrears of amounts owing.

6.10 Ceasing of membership

Membership at the Association ceases if:

- (a) it is terminated in accordance with clause 6.8;

- (b) the Member or Associate Member resigns by giving written notice to the Board, with effect from the date of resignation indicated in the notice. The resignation must be minuted at the following Board meeting and the Secretary must record the resignation date in the register of Members; or
- (c) the Member or Associate Member is suspended or expelled under clause 6.12.

6.11 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 of the grievance, the parties must meet to discuss and act in good faith to resolve the grievance.
- (b) If the grievance is not resolved within 21 days of notification of the grievance under clause 6.11(a) (**Initial Period**), the grievance will be submitted to a suitably qualified and independent mediator in accordance with clause **Error! Reference source not found.**
- (c) The parties to the dispute must agree on the choice of mediator within 14 days after the end of the Initial Period. If they fail to do so, any party may request the Resolution Institute to appoint a mediator.
- (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 of 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) The parties must in good faith co-operate with the mediator and must comply with requests by the mediator including requests to submit written materials, provide evidence and attend meetings.
- (f) The parties to the dispute must equally bear the costs of the mediation.
- (g) If the dispute between the parties is not settled by mediation, 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.
- (h) If the grievance is between employees and the Association as employer, resolution of the grievance must be in accordance with the procedures outlined in the relevant employment contracts.

6.12 Suspension or termination of membership

- (a) The Board by resolution may suspend or expel any Member or Associate Member who the Board believes:
 - (i) does not comply with the membership requirements of the Association; or
 - (ii) acts in a way that is detrimental to the interests or the reputation of the Association, or contrary this Constitution or any other rules of the Association.

- (b) The Secretary must, as soon as practicable, give the Member or Associate Member written notice setting out the resolution of the Board and the grounds on which it is based.

6.13 Appeals

- (a) An applicant for membership of the Association who feels aggrieved by any decision of the Board under clause 6.5, or a Member who is suspended or expelled by the Board under clause 6.12, may appeal against the decision.
- (b) The applicant, Member must give the Board written notice setting out:
 - (i) that they wish to appeal a decision of the Board under clause 6.5 or 6.12; and
 - (ii) the grounds on which the appeal is being made.
- (c) If the Board receives notice under clause 6.13(b), the Board must convene a Special General Meeting of the Association, to be held within 30 days after the Board received the notice.
- (d) At the Special General Meeting of the Association:
 - (i) the Board may place before the meeting details of the grounds for the resolution and the reasons for the passing of the resolution;
 - (ii) the applicant, Member must be given an opportunity to present their appeal; and
 - (iii) the Members present must vote by secret ballot on the question of whether the resolution should be confirmed or revoked.

6.14 Liability of Members

Members of the Association are not, by reason of only being Members, liable to contribute towards the payment of debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association.

7. Annual General Meetings

7.1 Convening

- (a) Subject to clause 7.1(c), 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) Each Annual General Meeting must be held within 6 months after the end of the Financial Year of the Association.

7.2 Order of business

Even if these items are not set out in the notice of meeting, the business of an Annual General Meeting may include:

- (a) reviewing the Association's activities and finances since the last preceding Annual General Meeting;
- (b) confirming the minutes of the last preceding Annual General Meeting and of any other General Meeting held since the last preceding Annual General Meeting;
- (c) receiving and considering:
 - (i) the Board's annual report on the Association's activities during the preceding Financial Year;
 - (ii) if the Association is a tier 1 association, the Financial Statements of the Association for the preceding Financial Year presented under Part 5 of the Act;
 - (iii) if the Association is a tier 2 association or a tier 3 association, the Financial Report of the Association for the preceding Financial Year presented under Part 5 of the Act; and
 - (iv) if required to be presented for consideration under Part 5 of the Act, a copy of the review report or the auditor's report on the Financial Statements or Financial Report (as applicable);
- (d) electing Board members;
- (e) (where relevant) appointing an auditor or reviewer and fixing their remuneration; and
- (f) transacting any other business which under this Constitution or the Act may properly be brought before the meeting.

8. Special General Meetings

- (a) In addition to the Annual General Meeting, any other General Meetings 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) The Board must, on request in writing from no less than 20% of the Members, convene a Special General Meeting of the Association.
- (e) The request for a Special General Meeting must:
 - (i) state the objectives of the meeting;

- (ii) be signed by the Members making the request; and
 - (iii) be sent to the Secretary.
- (f) If the Board does not cause a Special General Meeting to be held within one month of the date the request is sent to the address of the Board, the Members making the request, or any of them, may convene a Special General Meeting to be held no later than three months after that date.
- (g) If a Special General Meeting is convened by Members under clause 8(g), it must be convened in the same manner as far as possible as a meeting convened by the Board and all reasonable expenses incurred in convening the Special General Meeting must be refunded by the Association to the Members incurring the expenses.

9. Notification of General Meetings

- (a) At least 21 days before the date fixed for holding a General Meeting, the Secretary of the Association must send to each Member:
- (i) a notice stating the date, time and place of the General Meeting and specifying whether the meeting is an Annual General Meeting or a Special General Meeting together with all the business to be conducted at the General Meeting; and
 - (ii) a statement of each Member's right to appoint a natural person who is also a Member as their proxy.
- (b) Notice may be given personally to the Member or sent by:
- (i) prepaid post to the address appearing in the register of Members; or
 - (ii) electronic transmission to an email address supplied by the Member for that purpose.
- (c) A notice is deemed to be given by the Association and received by the Member:
- (i) if delivered in person, when delivered to the Member;
 - (ii) if posted, on the day after the date of posting to the Member, whether delivered or not;
 - (iii) if sent by email or other electronic means, on the day after the date of its transmission,
- but if the delivery or receipt is on a day which is not a Business Day or is after 4.00 pm (addressee's time), it is deemed to have been received at 9.00 am (addressee's time) on the next Business Day.
- (d) Any resolution passed at a General Meeting is not invalidated by:
- (i) the accidental omission to give notice of a General Meeting to any Member or non-receipt of that notice by a Member; or

- (ii) the accidental omission to send out the instrument of proxy to a person entitled to receive notice or non-receipt of that instrument.

10. Quorum and decision-making at General Meetings

10.1 Quorum at General Meetings

- (a) No business may be conducted at a General Meeting unless a quorum of Members entitled under this Constitution to vote is present at the time the meeting is considering that item.
- (b) A quorum for the conduct of the business of a General Meeting is 15 Members or 25% of Members, whichever is less.
- (c) If a quorum is not present within half an hour after the scheduled starting time:
 - (i) in the case of an Annual General Meeting, the meeting must be adjourned and re-convened to the same day, time and place in the following week, unless the Members are notified of an alternate date or location; or
 - (ii) in the case of a Special General Meeting:
 - A. if the meeting was convened upon the request of Members, the meeting must be dissolved; or
 - B. 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 alternate date or location.
- (d) If a General Meeting is adjourned for 14 days or more, notice of the adjourned General Meeting must be given in accordance with clause 9.
- (e) If at the adjourned meeting the quorum is not present within half an hour after the time appointed for the meeting to commence, the Members personally present (being not less than two) constitute a quorum.

10.2 Decision-making at General Meetings

- (a) A resolution put to the vote at a General Meeting must be decided by a majority of votes cast by the Members present in person or by proxy or attorney at the General Meeting, except where this Constitution or otherwise by law the resolution is required to be a Special Resolution.
- (b) At General Meetings each Member entitled to vote in accordance with this Constitution:
 - (i) has one vote on a show of hands or on a poll; and
 - (ii) may attend and vote in person or by proxy or attorney..

- (c) Each person present at the General Meeting who represents more than one Member entitled to vote, either personally or by proxy, has one vote on a show of hands.
- (d) A Member may appoint a natural person who is also a Member as their proxy to attend and vote at General Meetings on behalf of the Member.
- (e) In the case of an equality of votes on a show of hands or on a poll, the Chairperson of the relevant General Meeting has a casting vote, in addition to any vote that the Chairperson may otherwise be entitled.
- (f) The Chairperson must declare whether a resolution has been carried, carried unanimously, carried by particular majority or lost and an entry to that effect must be made in the minute book of the Association and, when so made, is evidence of that resolution.

11. General Meetings procedures and venue

- (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 the General Meeting, or are unable to preside, the Members present must select one of their number to preside as Chairperson.
- (c) The Association may hold a General Meeting (including an Annual General Meeting) at two or more venues using any technology that gives Members a reasonable opportunity to participate, provided that arrangements are made at each venue for the recording of all votes cast.
- (d) The General Meeting is taken to be held where the Chairperson of the General Meeting conducts the General Meeting. All proceedings conducted in accordance with this clause and clause 11(c) are as valid as if conducted at a single gathering of a quorum of those entitled to be present.

12. Adjournment of General Meetings

- (a) The Person presiding may, with the consent of a majority of Members present at the meeting, adjourn the General Meeting from time to time and place to place.
- (b) No business may be conducted at an adjourned General Meeting other than the unfinished business from the meeting that was adjourned.
- (c) If a General Meeting is adjourned for 14 days or more, notice of the adjourned General Meeting must be given in accordance with clause 9.
- (d) Except as provided in clause 12(c), it is not necessary to give notice of an adjournment or of the business to be conducted at an adjourned General Meeting.

13. Board

13.1 Duties of the Board

- (a) The governance and management of the Association is vested in the Board.

- (b) The Board:
- (i) must control and manage the business and affairs of the Association;
 - (ii) may, subject to this Constitution, the Act and the Regulations, exercise all such powers and functions as may be exercised by the Association other than those powers and functions that are required by this Constitution or the Act to be exercised by the Members; and
 - (iii) subject to this Constitution, the Act and the Regulations, has the power to perform all such acts and things 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:
- (i) to oversee the operations of the Association;
 - (ii) to ensure the provision of responsive, accessible, accountable and effective services;
 - (iii) to formulate and adopt strategic directions, and to ensure the development and implementation of policies and programs and operating guidelines which are consistent with the stated purposes and guiding principles of the Association and the Board's priorities in relation to the duties and responsibilities in paragraph (c) including:
 - A. the annual review of the guiding principles and strategic directions of the Association;
 - B. ensuring the effectiveness of the Board, the Senior Executive Officer and, through the Senior Executive Officer, the staff, in the carrying out of their formal responsibilities;
 - C. ensuring that the quality of service delivery at the Association is regularly reviewed and evaluated;
 - D. developing, monitoring and reviewing clear guidelines for the delegation of service management and delivery; and
 - E. ensuring that clear and comprehensive policies for dispute resolution are developed and implemented,
 - (iv) to support, oversee and evaluate the work of the Senior Executive Officer;
 - (v) to ensure policies and procedures are developed and in place for appointment, removal and suspension of the Senior Executive Officer and staff at the Association, for determining working conditions and practices and occupational health and safety;
 - (vi) to ensure that policies and procedures are developed and in place for the effective and efficient administration of funds;
 - (vii) to monitor the financial performance of the Association;
 - (viii) to report to the Association in the Annual General Meeting on the accounts of the Association for the preceding Financial Year;

- (ix) to ensure that the organisational and legal structures and income are such that they advance the purposes of the Association;
 - (x) to ensure that regular reports on the Association's progress are provided to the Members of the Association and the principal funding bodies, and that reports of the Association's progress are published for the information of the larger community;
 - (xi) to oversee, monitor and evaluate the work of any working groups or other working structures established under this Constitution;
 - (xii) to keep this Constitution and any other rules of the Association on public display in the service at all times;
 - (xiii) to monitor compliance with applicable laws and regulations; and
 - (xiv) to be accountable to the Members of the Association at General Meetings.
- (d) Subject to the Act, the Regulations and this Constitution, the Board may, by resolution, delegate to any officer or to working groups 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.

13.2 Declaring interests

- (a) A Board member who has a material personal interest in a matter which is or will be considered at a Board meeting must, to the extent required by the Act:
- (i) as soon as the Board member becomes aware of the interest, disclose to the Board the nature and extent of the interest and how the interest relates to the activity of the Association;
 - (ii) not be present while the matter is being considered at the Board meeting or vote on the matter; and
 - (iii) ensure the nature and extent of the interest and how the interest relates to the activity of the Association is disclosed at the next General Meeting.
- (b) Clause 13.2(a) does not apply to any material personal interest that:
- (i) exists only because the Board member:
 - A. is an employee of the Association;
 - B. is a member of a class of persons for whose benefit the Association is established; or
 - (ii) the Board member has in common with all, or a substantial proportion of, the Members.

13.3 Composition of the Board

- (a) The Board from time to time must have at least 7 and no more than 11 members of the Association.

- (b) The Senior Executive Officer is be an ex-officio member of the Board. Other employees of the Association are not eligible for election to the Board.
- (c) At the first Board meeting after each Annual General Meeting, the Board must select from its number the following office holders:
 - (i) Chairperson;
 - (ii) Deputy Chairperson;
 - (iii) Secretary; and
 - (iv) Treasurer.
- (d) The provisions of clause 13.4, so far as they are applicable and with the necessary modifications, apply to and relate to the election of persons to any of the offices referred to in clause 13.3(c).

13.4 Appointment and tenure

- (a) A person is eligible for election to the Board if they are:
 - (i) a Member;
 - (ii) eligible to serve as Board member in accordance with the Act; and
 - (iii) satisfy any eligibility requirements determined by the Board from time to time.
- (b) Nominations of candidates for election to the Board must be:
 - (i) made in writing, signed by one Member and accompanied by the written consent of the candidate; and
 - (ii) submitted to the Board no later than 7 days prior to the date fixed for the Annual General Meeting.
- (c) If insufficient nominations are received to fill all vacancies on the Board, the candidates nominated will be deemed to be elected and further nominations may be called for from the Members present at the Annual General Meeting.
- (d) If the number of nominations received is equal to the number of vacancies to be filled, the candidates nominated will be deemed to be elected.
- (e) If the number of nominations received exceeds the number of vacancies to be filled, a vote must be held.
- (f) The vote for the election of the Board must be conducted at the Annual General Meeting in the manner directed by the Board.
- (g) Apart from Board members appointed to fill a casual vacancy in accordance with clause 13.5(b), each member of the Board of the Association will hold office for two years, until the conclusion of the Annual General Meeting 2 years after the date of the Member's election but, subject to clause 13.4(h), is eligible for re-election.
- (h) Any Board member who has served on the Board for 6 consecutive years, calculated from the date of their first election at an Annual General Meeting and

excluding any prior appointment to fill a casual vacancy, must retire at the conclusion of the Annual General Meeting 6 years after the date of their first election. Following a 2 year absence from the Board, any former Board member is eligible to stand for election or appointment to the Board, and is eligible for re-election, subject to a maximum period of service of 6 consecutive years in accordance with this clause 13.4(h). There is no absolute limit on a Board member's cumulative total years of service as a Board member.

13.5 Vacancies

- (a) A Board Member's term ends and that office becomes vacant if the Board member:
- (i) is removed from office in accordance with clause 13.6;
 - (ii) ceases to be a Member of the Association;
 - (iii) becomes bankrupt or insolvent or makes any arrangement or composition with her creditors;
 - (iv) is ineligible to serve as Board member under the Act;
 - (v) is incapacitated by mental or physical ill-health;
 - (vi) resigns from office by written notice to the Board; or
 - (vii) is absent for three consecutive meetings of the Board without a reason considered acceptable by the Board or leave of absence,

and all such vacancies are deemed to be casual vacancies.

- (b) If a casual vacancy occurs:
- (i) in any office referred to in clause 13.3(c), the Board may appoint one of its members to the vacant position and the Board member so appointed will hold that office until the conclusion of the Annual General Meeting next following the date of the appointment; or
 - (ii) in the case of an ordinary member of the Board, the Board may appoint a Member of the Association to fill the vacant position and the Member appointed may continue in office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.

13.6 Removal of a Board Member

- (a) The Association in a General Meeting, by resolution, may remove any member of the Board before the member's term of office expires and may appoint another Member in the Board member's place to hold the office until the expiration of the remainder of that Board member's term of office.
- (b) The Board member who is the subject of a proposed resolution referred to in clause 13.6(a), may make representations in writing to the Secretary or Chairperson of the Association and request that the representations be provided to the membership.
- (c) If the representations made by the member 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 a proposed resolution referred to in clause 13.6(a) must be given an opportunity to fully present his or her case at the General Meeting at which the resolution is proposed.

13.7 Convening of Board Meetings

- (a) The Board must meet a minimum of 4 times per year at such places and such times as the Board may determine.
- (b) Special meetings of the Board may be convened by the Chairperson or by any 5 members of the Board.

13.8 Notification of Board Meetings

- (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 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 and no other business may be conducted at such a meeting.

13.9 Quorum at Board Meetings

- (a) A quorum for the conduct of the business of a meeting of the Board is the lowest whole number of Board members that exceeds one-half of the total Board members in office.
- (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 clause 13.9(c), it must be re-convened to the same place and the same time and day in the following week.
- (e) If a meeting re-convened under clause 13.9(d) is adjourned again under clause 13.9(c), within 10 days of the re-adjournment, the Secretary of the Association must call another meeting of the Board in accordance with clause 13.7.
- (f) The contemporaneous linking together by telephone or other electronic means of a sufficient number of the Board members to constitute a quorum constitutes a meeting of the Board members. All the provisions in this Constitution relating to meetings of the Board members apply, so far as they can and with any necessary changes, to meetings of the Board by telephone or other electronic means.
- (g) A Board member who takes part in a meeting by telephone or other electronic means is taken to be present in person at the meeting of the Board.
- (h) A meeting by telephone or other electronic means is taken as held at the place decided by the person presiding at the meeting, as long as at least one of the Board members involved was at that place for the duration of the meeting of the Board.

13.10 Decision-making at Board Meetings

- (a) The Senior Executive Officer has no voting rights at Board meetings.
- (b) The Board is to uphold the principle of equality in decision-making processes, ensuring that:
 - (i) each member of the Board has a chance to speak and be heard; and
 - (ii) all members of the Board have equal rights in decision making.
- (c) Subject to this Constitution, a resolution of the Board must be passed by a three-quarter majority of the votes of Board Members present and entitled to vote on the resolution.
- (d) Each Board Member has one vote.
- (e) Members of the Board are to operate as individuals, not as formal representatives of a particular group.
- (f) Each member present at a meeting of the Board, or a meeting of a working group appointed by the Board (including the person presiding over the meeting), is entitled to one vote.
- (g) If the Board must decide upon suspending or terminating the membership of one of the Board members present, that member is excluded from the resolution.

13.11 Board Meeting procedures

- (a) Meetings are to 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 the meeting, or are unable to chair, the other Board members present must select one of their number to the role of Chairperson.
- (c) If at any stage between Annual General Meetings of the Association the number of Board members falls below that fixed in this Constitution as the necessary quorum, then continuing Board members may act only for the purposes of calling a General Meeting of the Association to appoint new members of the Board.

14. Minutes

- (a) Minutes of the resolutions and proceedings of each General Meeting and Board meeting must be kept, together with a record of the names of those present.
- (b) The Secretary must keep minutes of the resolutions and proceedings of each General Meeting and Board meeting.
- (c) The minutes are to be housed at the Association's office.

15. Written resolution of the Board

- (a) A resolution in writing, including by email, signed by a majority of 75% of the Board members, is as valid and effectual as if it had been approved at a meeting of the Board duly called and constituted, provided that notice of the resolution has been given to all Board members.
- (b) Identical copies of the document may be distributed for signing by different Board members and taken together will constitute the same document. An email is taken to be signed for this purpose if the Board member writes their name at the bottom of the email.

16. Establishment of working structures

- (a) The Board may set up working structures such as working groups with specific areas of responsibility.
- (b) The Chairperson and Secretary are ex-officio members of all working groups.
- (c) The groups:
 - (i) are to be comprised of Board members, co-opted staff and other Members selected by the Board;
 - (ii) are to be accountable to the Board;
 - (iii) are to be authorised to function for a period not exceeding 12 months, after which time their role will be reviewed by the Board;
 - (iv) are to make decisions by unanimous consensus wherever possible and if unanimous consensus cannot be reached, by a majority;
 - (v) may, at their discretion, invite other Members or individuals to attend meetings and participate in decision-making; and
 - (vi) must not incur debts on behalf of the organisation without the authorisation of the Board.
- (d) The Board retains the right to dismantle working groups or other working structures at any time.

17. Finances

- (a) The funds of the Association are derived from government grants, donations, sponsorship and other such sources as the Board determines from time to time.
- (b) The Association must comply with the terms of any funding agreement governing the provision of funding to the Association.
- (c) The Treasurer of the Association must coordinate finance. The functions of the Treasurer will include:

- (i) receiving and banking all money due to the Association;
 - (ii) making all payments authorised by the Association;
 - (iii) maintaining correct accounts and books of the financial affairs of the Association and preparing annual accounts in accordance with Division 2 of Part 5 of the Act, including full details of receipts and expenditure connected with the activities of the Association; and
 - (iv) preparing the Association's Financial Statement in accordance with the applicable requirements of Division 3 of Part 5 of the Act.
- (d) No payments may be made without the authority of the Board.
 - (e) All Association accounts must be operated by, and require the authority of, two members of the Board or a member of the Board and the Senior Executive Officer.
 - (f) All financial records must be stored at the Association's office, and the Treasurer is responsible for their secure custody, for at least 7 years after their creation.
 - (g) The Treasurer may delegate authority to the Senior Executive Officer to undertake duties of the Treasurer as specified from time to time.

18. Gift Fund

18.1 Maintaining the Gift Fund

The Association must maintain a fund:

- (a) to which gifts of money or property for those objects 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,

(Gift Fund).

18.2 Limitation of Gift Fund

The Association must use gifts made to the Gift Fund and any money received because of those gifts, for the purpose of promoting its objects.

18.3 Winding up

- (a) At the first occurrence of:
 - (i) the winding up of the Gift Fund; or
 - (ii) the Association ceasing to be endorsed as a deductible gift recipient under the Tax Act,

any surplus assets of the Gift Fund must be transferred to a fund, authority or other institution.

- (b) The fund, authority or institution referred to in clause 18.3(a) must be decided upon by the Board and must:
 - (i) be charitable at law;
 - (ii) have a constitution which prohibits distributions or payments to its members and directors (if any); and
 - (iii) be eligible to receive deductions for gifts under Division 30 of the Tax Act.
- (c) Where gifts to a fund, authority or institution are deductible only if, among other things, the conditions set out in the relevant table item in Subdivision 30-B of the Tax Act are satisfied, a transfer under this clause 18 to that fund, authority or institution must be made in accordance with or subject to those conditions.

19. The Seal

- (a) The Association has a common seal which may (but does not have to) be affixed to any deed, instrument or document (**Common Seal**).
- (b) The Common Seal must not be used except with the authority of the Board, and its use must at all times be accompanied by the signatures of two Board members, or of one Board member and the Manager, in whose presence the Common Seal was affixed.
- (c) A true and correct record must be kept of all instruments, deeds, agreements, contracts and documents to which the Common Seal is affixed, which must be maintained in a seal register by the Secretary. The Secretary must provide for and ensure the safe custody of the Common Seal.

20. Changes to the Constitution

- (a) The Association may from time to time amend, repeal, add to or vary this Constitution by a Special Resolution passed at a General Meeting but not otherwise, and in accordance with Division 2 of Part 3 of the Act.
- (b) Where the Association resolves to alter the Constitution in accordance with clause 20(a), the Association must within one month of the passing of the Special Resolution lodge with the Commissioner:
 - (i) a notice of the Special Resolution setting out particulars of the alteration;
 - (ii) a consolidated copy of the amended Constitution, including all alterations to which the Special Resolution relates; and
 - (iii) a certificate in accordance with s 30(4)(b) of the Act given by a Board member certifying that the resolution was duly passed as a Special Resolution and that the Constitution as so altered conforms to the requirements of the Act.

- (c) An alteration to this Constitution having effect to alter the objects, purpose or name of the Association does not take effect until the Commissioner has given approval to the alteration in accordance with the Act.
- (d) An alteration to this Constitution does not take effect until this clause 20 has been complied with.
- (e) Any amendment, repeal or additional variation of this Constitution must be consistent with the Statement of Purpose and Guiding Principles.
- (f) Any alteration to this Constitution must, if required, be notified to the Australian Taxation Office.
- (g) This Constitution binds every Member and the Association to the same extent as if every Member and the Association had signed and sealed this Constitution and agreed to be bound by its provisions.

21. Dissolution or winding up of Association

- (a) Subject to the Act, the Members may pass a Special Resolution at a General Meeting to wind up the Association and approve a distribution plan (if required) in accordance with Division 1, Part 10 of the Act.
- (b) A notice of a General Meeting called for the purposes of clause 21(a) must be sent at least 28 days before the proposed date for the General Meeting, specifying the proposed Special Resolution.
- (c) In the event of the winding up or dissolution of the Association, the Commissioner of Taxation will, if required, be advised of the date of dissolution within 30 days of the dissolution.
- (d) Upon the winding up or dissolution of the Association, any Surplus Property must not be paid or distributed among the Members, but will be distributed to one or more associations incorporated under the Act, or a company limited by guarantee, determined by a resolution of Members, or by a Board resolution in the absence of a Member resolution, which:
 - (i) has objects similar to the objects of the Association; and
 - (ii) is endorsed as a Deductible Gift Recipient.

22. Books, documents and securities

- (a) The Treasurer is responsible for the secure custody of all the books, documents and securities of the Association other than the register of Members and any other documents required to be maintained by the Secretary.
- (b) Subject to the Act and to this Constitution, the Board must determine whether and on what terms the books, records and other documents of the Association will be open to the inspection of Members other than Board members.

- (c) A Member other than a Board member does not have the right to inspect any document of the Association except as provided by the Act, or otherwise as authorised by the Board or by the Association in General Meeting.

23. Notice to Members

Except for the requirement in clause 9, any notice that is required to be given to a Member, by or on behalf of the Association, under this Constitution may be given by:

- (a) delivering the notice to the Member personally; or
- (b) sending it by prepaid post addressed to the Member at that Member's address shown in the register of Members; or
- (c) facsimile transmission, if the Member has requested that the notice be given in this manner; or
- (d) electronic transmission, if the Member has requested that the notice be given in this manner.