

SOUTH COASTAL WOMEN'S HEALTH SERVICES ASSOCIATION (Inc)

NAME

The name of the Association shall be:

SOUTH COASTAL WOMEN'S HEALTH SERVICES ASSOCIATION (Inc)

hereinafter referred to as the "Association".

1. DEFINITIONS

2.1 In this Constitution, unless stated otherwise: -

"The Act " means the Associations Incorporation Act 1987, as amended from time to time.

"Constitution" shall have the same meaning as "Rules" specified and referred to as such within the Act.

"Amendments to the Constitution" shall include the expressions "repeal of existing Constitution", "the substitution by a new Constitution" and "the addition of new clauses".

"Member" means member of the Association and conforms to Section 6, 7 and 8.

"Annual General Meeting" is the meeting referred to in Section 15 and shall conform to "The Act".

"Committee Meeting" means a meeting conforming to Section 14.

"Committee" means the Management Committee of the Association and refers to Section 12.

"Clauses" mean distinct parts of the Constitution as divided into sections, and identified by numbers.

"Sub-clauses" mean parts of clauses divided into paragraphs and identified by letters of the alphabet and/or numbers.

"Financial Year" shall conform to Section 3(1) of the Act and so specified in Clause 19 of this Constitution.

"Special Resolution" for the purposes of Section 24 of the Act, a resolution is a special resolution if it is passed by a majority of not less than three-fourths (3/4ths) of the numbers present at the meeting, who are entitled under this Constitution to vote at a General Meeting, of which notice specifying the intention to propose the resolution as special resolution was given, in accordance with the Constitution.

2.2 In all other respects the Committee, having regard to the Act itself, shall determine the interpretation of clauses of this Constitution.

3. OBJECTIVES

The objectives of the Association are: -

3.1 To plan for, lobby, provide, manage or contract women's health and information services, or associated services, within our community.

3.2 To apply for, tender or otherwise obtain, manage and administer funding and programs relating to women's health, in accordance with the directives and guidelines issued by the funding body.

- 3.3 To promote public and Government/Non Government awareness, and understanding, of the health needs of women in the community and to advocate for the implementation of services to meet those needs.
- 3.4 To carry out research, and collect information about the health needs of women and their families.
- 3.5 To evaluate continuously the Association's effectiveness in carrying out its objectives.
- 3.6 To manage or otherwise operate other services relevant to women's health, as determined by the Committee.
- 3.7 To affiliate with other organizations in Australia, if to do so are in accordance with the objectives and powers of the Association and this Constitution.
- 3.8 To apply the forgoing objectives for the benefit of any women in accordance with the Equal Opportunity Act.

4. POWERS

- 4.1 The powers conferred on the Association by section 13 of the Act apply, additional powers are as follows:
 - (a) To do all things that are necessary or convenient for meeting our objectives;
 - (b) To appoint, engage, supervise, control, suspend and dismiss staff;
 - (c) To operate, manage, contract, research, control, suspend and cease services appropriate with our objectives, with or without the charging of fees for the provision of such services;
 - (d) To gather, develop and disseminate information, expertise, research and knowledge related to our objectives;
 - (e) To purchase, construct, receive, acquire, hire, repair, alter, develop, and hold, deal with, sell, lease, exchange, mortgage, manage, and dispose of any real or personal property;
 - (f) To open and operate financial accounts;
 - (g) To invest money-
 - (i) in any security in which trust moneys may lawfully be invested; or
 - (ii) in any other manner authorized by the rules of the Association;
 - (h) To borrow money upon such terms and conditions as the Association thinks fit;
 - (i) To apply for and receive grants, trusts, bequests, gifts, dispersions of Wills or other funds, property or assets and to seek donations, of cash, property or other resources for use in meeting our objectives;
 - (j) To give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
 - (k) To appoint agents, to transact any business of the Association on our behalf;
 - (l) To enter into any other contract it considers necessary or desirable;
 - (m) To provide training and support for the creation of employment opportunities which are consistent with the objectives of the Association;
 - (n) To join, amalgamate, co-operate or affiliate with, or encourage any other person, or group of persons or corporate bodies for the purposes which are consistent with the objectives of the Association;
 - (o) To compromise and settle any claim or action and enter into arbitration,
 - (p) To register other trading names for individual projects or activities that is aligned with our objectives.

5. PROPERTY AND INCOME

The property and income of the Association shall be applied solely towards promotion of its objectives, and no portion shall be paid, or otherwise distributed, directly or indirectly, to its members, but nothing herein shall prevent the payment in good faith of reasonable remuneration to

any member, employee, agent of the Association or other person in return for any services rendered to the Association, or expenses incurred on behalf of the Association, in the promotion of its objectives

6. MEMBERSHIP

There shall be the following classes of membership: -

6.1 Ordinary Member

Women over the age of sixteen (16) years who agree to the objectives of the Association are eligible for membership, and may be elected as ordinary members.

6.2 Life Member

Upon the recommendation of the Committee, an Annual General Meeting of the Association may elect anyone a Life Member, who, in the opinion of the Committee, has rendered outstanding service in furthering the objectives of the Association. Such appointment is subject to the passing of a resolution to this effect by at least 60% of those present at the meeting. Life members shall pay no annual subscription, and shall be exempt from paying other fees and contributions. Life Membership is not transferable.

6.3 Honorary Membership

At the sole discretion of the Committee, any person may be given honorary membership of the Association, which membership is valid until further notice. Such honorary members will have the full voting rights of any other member.

7 ELECTION OF MEMBERS

7.1 Women may apply for Ordinary Membership of the Association in the manner and form prescribed by the Committee.

7.2 The Committee, by majority vote, may refuse to grant membership without giving any reason for such refusal.

7.3 Membership is not transferable.

8 REGISTER OF MEMBERS

The Secretary shall on behalf of the Association ensure a register of members is kept and maintained, including names and last known addresses, in accordance with the Act. The register shall be kept and maintained securely at the Associations office premises, or at the residence of the Secretary. The registry of members shall conform to the provisions of the Privacy Act.

8.1 The Secretary shall cause the name of a person who dies or who ceases to be a member to be deleted from the register of members referred to in sub rule 8.1.

8.2 Upon request, and at a reasonable time, a member may inspect, make a copy or take an extract from the register, but may not remove the register for that purpose.

9 SUBSCRIPTIONS

Members shall, from time to time, at a General Meeting, determine the amount of subscriptions to be paid by Ordinary Members.

9.1 The subscription for each class of membership shall be payable at such a time and in such a manner as the Committee determines.

9.2 Any member whose subscription is outstanding for more than three (3) months after the due date of payment shall automatically cease to be a member of the Association. Provided

always that the Committee may reinstate a person's membership on such terms, as it thinks fit.

10 RESIGNATION / CESSATION OF MEMBERSHIP

A member may resign at any time by sending a written notice of resignation to the Secretary, giving at least seven (7) days notice.

- 10.1 Any member who resigns shall be liable for any outstanding subscription.
- 10.2 A member ceases to be a member of the Association if the Association is dissolved, wound up, fails to pay subscriptions within three months of falling due and informed in writing of same, or is expelled under Section 11 of the Constitution.

11 EXPULSION OF MEMBER

No member shall be suspended or expelled from the Association until found guilty by the Committee of conduct prejudicial or detrimental to the attainment of objectives of the Association.

- 11.1 Before any member is expelled: -
 - 11.1.1 The member shall be advised of the proposed suspension/expulsion motion and the nature of the prejudicial/detrimental conduct in writing.
 - 11.1.2 Notice in writing of any such charge, and the date, time and venue for the hearing of such a charge, shall be given to the member at least fourteen (14) days prior.
- 11.2 Following the serving of such charge, the Secretary shall comply with clause 15.3 of this Constitution for the calling of Special General Meetings. This shall be the means for the determining of the expulsion of the member, who shall be given the right to appear before the meeting, or make representation in writing, to present a case in defence of the charge laid.
- 11.3 Voting in this instance shall be by secret ballot, the result being announced by the Chairperson. A simple majority shall determine the outcome of the voting.
- 11.4 When notice is given under sub rule 11.1
 - (a) The Association may confirm or set aside the results of the ballot and decision of the Committee to expel that member; and
 - (b) the member does not cease to be a member unless and until the decision of the Committee to expel her is confirmed in writing to her under this sub rule.

12 MANAGEMENT COMMITTEE

A Committee of Management consisting of the following office bearers shall manage the Association:

- (a) a Chairperson
 - (b) a Vice Chairperson
 - (c) a Secretary
 - (d) a Treasurer
 - (e) not less than two other women
- all of who shall be members of the Association and elected to membership of that Committee at an Annual General Meeting, or appointed under sub rule 9.
- 12.1 At the discretion of the Committee, six (6) other members may be co-opted to specific posts and/or duties, but shall not, ex officio, be Officers of this Association.
 - 12.2 The Management Committee is responsible for observing the objectives of the Association, determining the broad nature of the activities of the Association, supervising formulation of and control of policy, planning and direction, approve and monitor budgets and has the

authority to perform such acts and do such things as appear necessary for the proper management of the Association.

12.3 Appoint and manage the performance of a Director.

12.4 Determine broad employment policies and principles for staff.

12 ELECTION OF COMMITTEE

Members shall be elected to the Committee at the time of the Annual General Meeting upon the Chairperson calling for nominations from the floor for each and every position on the Committee.

13.1 Election of Committee

Management Committee members are required to be women, in order to identify, empathise and implement services and policies directed towards said women.

13.2 In the event of there being more than one (1) nomination for each office bearer, and there being more nominations for the number of other Committee members required, election shall be by a show of hands, or by a ballot – at the request of at least five (5) members present.

13.3 In the case of an election by ballot, members present at the meeting shall appoint two (2) scrutineers. Following the election, and the result being announced by the Chairperson, the appointed scrutineers shall forthwith destroy all ballot papers.

13.4 Office bearers shall occupy any particular position until the next Annual General Meeting, but may nominate for re-election to that specific position for a maximum term of two years.

13.5 The Committee shall have power to fill any vacancy, which remains unfilled at the time of the Annual General Meeting.

13.6 Only members shall be eligible for election to the Committee.

14 PROCEEDINGS OF COMMITTEE AND QUORUM

The Committee shall meet at least six (6) times in a financial year and at such times as the Chairperson shall see fit.

14.1 The Secretary shall give notice to all Committee members of the date time and venue for the holding of such meetings.

14.2 Subject to the provisions of this Constitution, the Committee shall determine the procedure and course of business to be followed at Committee meetings..

14.3 Each Committee member shall have a deliberative vote.

14.4 Questions arising at any meeting shall be decided by a majority of votes, and in the event of an equality of votes, the Chairperson shall have a casting vote, in addition to a deliberative vote.

14.5 A special Committee meeting shall be called by the Secretary upon receiving the request of the Chairperson or of three (3) Committee members. Only the business for which such special committee meeting has been called, and was expressed in the request, shall be discussed, and no other matter whatsoever shall be permitted.

14.6 A member of the Committee, having any direct or indirect pecuniary interest in a contract, or proposed contract, made by or in the contemplation of the Committee, shall disclose such interest to the Committee, as required by the Act and shall not take part in any deliberations or vote with respect to that contract.

14.7 A quorum of the Committee shall be a majority of the composition of the Committee duly elected or appointed.

GENERAL MEETINGS

14.8 Annual General Meetings

- 14.8.1 This shall be held on a date in the months of either August or September in each year.
 - 14.8.2 Prior to the month of August in each year, the Committee shall fix the date, time and venue for the holding of the Annual General Meeting.
 - 14.8.3 The Secretary shall notify all members in writing at least fourteen (14) days in advance of the date; time; and venue of the Annual General Meeting. It is deemed acceptable if this written notice take the form of a poster displayed in the centre premises, and/or media display, by public notice.
 - 14.8.4 Any member shall be entitled to move motions at the Annual General Meeting, by giving notice to the Secretary of such motions at least twenty-eight (28) days before the date fixed for the meeting.
 - 14.8.5 The order of business shall be:
 - (a) Attendance and apologies
 - (b) Confirmation of the Minutes of the previous Annual General Meeting.
 - (c) Matters arising there from.
 - (d) Chairperson's address on the Association's affairs and activities since the last Annual General Meeting.
 - (e) Treasurer's report, with tabling of an audited financial statement of accounts.
 - (f) Appointment of honorary Auditor(s).
 - (g) Election of the Committee for the coming year.
 - (h) Motions for which due notice has been given.
 - (i) Any other business permitted by the Chair.
- 14.9 Special General Meetings
- 14.9.1 The Secretary shall convene a Special General Meeting as directed to do so by the Chairperson, or the Committee, or by at least one third of the members of the Association, who shall specify in such request the purpose, or purposes, for which the Special General Meeting is to be convened.
 - 14.9.2 The meeting shall be held not less than twenty-one (21) days from the date of being directed, or requested, to do so.
 - 14.9.3 The Secretary shall give notice in writing to every member of the date, time, and venue and reason for the holding of such a meeting at least fourteen (14) days prior to such meeting. It is deemed acceptable if this written notice take the form of a poster displayed in the centre premises, and/ore media display, by public notice.
 - 14.9.4 Only the business, for which the meeting is called, as expressed in the notice, shall be transacted and no other matter whatsoever shall be permitted.

15 QUORUM AND PROCEEDINGS AT ALL GENERAL AND SPECIAL MEETINGS.

The quorum for Committee Meetings shall be a majority of the Committee. A quorum for all such other meetings shall be eight (8) Ordinary Members present.

- 15.1 If within thirty (30) minutes of the time appointed for such meetings, a quorum of members is not present, the meeting shall lapse. The meeting shall stand adjourned for a period of not more than 15 days. If at such adjourned meeting, a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members who are present in person may nevertheless proceed with the business of that meeting, as if a quorum were present.
- 15.2 At all Annual General Meetings, and Special General Meetings, an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands. A special resolution put to the vote shall be decided either by a ballot (in accordance with Section 24 of the Act, as defined in Clause 2.1 of this Constitution) or by a show of hands, at the

discretion of the Chairperson. Notwithstanding the forgoing, a ballot may be demanded during the meeting by at least four (4) members present at the meeting.

- 15.3 A ballot so demanded shall be taken in such manner as the Chairperson directs.
- 15.4 The announcement by the Chairperson of the result of any such ballot is the conclusion of the matter voted upon.

16 MINUTES OF MEETINGS

The Secretary shall ensure proper minutes of proceedings at all General Meetings, Special General Meetings and Committee Meetings are taken, and then entered within thirty (30) days of holding the meeting in a Minute File, specially kept for this purpose.

- 16.1 The Chairperson/Secretary shall see that all minutes are correct and accurate, and that a motion accepting the minutes as a true and accurate record of the meeting is passed at the next meeting.
- 16.2 The Chairperson/Secretary of the meeting to which they refer, or the Chairperson of the next meeting shall sign minutes as correct.
- 16.3 Where the minutes are entered and signed, they shall, until contrary is proven, be evidence that the meeting was duly convened and held, and all proceedings recorded as taking place at the meeting have duly taken place, and all appointments /decisions made at the meeting have been validly made.

17 SUB-COMMITTEES AND CO-OPTION

- 17.1 The Association shall have the power, and may delegate such power to the Committee, to appoint sub-committees for specific purposes, and shall issue terms of reference for the sub-committee to report back to the Committee, or the Association, as the case may be, for adoption or otherwise.
- 17.2 At any General Meeting, the Association may co-opt members to serve on the Committee in special circumstance, and only for the period in which it is necessary to co-opt such member.
- 17.3 No co-opted member shall have voting rights.

18 FINANCIAL YEAR

The financial year of the Association shall be from the first (1st) day of July, to the thirtieth (30th) day of June in the following year.

19 VOTING RIGHTS

- 19.1 Subject to the Constitution, each Ordinary and Life Member present at a General Meeting shall be entitled to one vote.
- 19.2 In the event of any equality of votes at any General Meeting, the Chairperson or whoever is in the Chair shall have a casting vote, as well as a deliberative vote.
- 19.3 In the event of a member present at a General Meeting being in possession of written permission, as determined by the Committee by fellow members to vote on their behalf, these proxy votes shall each have the same authority as if the member was present in person. If a proxy vote has been issued, it becomes null and void whenever the member authorising a proxy vote attends a meeting.

20 DUTIES OF OFFICE BEARERS

Subject to the provisions of this Constitution, office bearers shall:

- 20.1 The Chairperson
 - 20.1.1 Take the chair at all General and Management Committee Meetings attended.
 - 20.1.2 Be an "ex-officio" member of all sub-committees, or may delegate this membership as seems best.
 - 20.1.3 When in attendance at sub-committee meetings, or the appointed delegate, have full voting rights as an Ordinary Member, and be counted in the normal way for matters such as quorum.
- 20.2 The Vice Chairperson
 - 20.2.1 Assist the Chairperson in her duties.
 - 20.2.2 Chair the meetings in the absence of the Chairperson, and in the event of both the Chairperson and Vice-Chairperson being absent, the Meeting shall appoint a Chairperson.
 - 20.2.3 Deputise for the Chairperson if requested to do so.
- 20.3 The Secretary
 - 20.3.1 Keep full and correct minutes of the proceedings of the Committee and Association.
 - 20.3.2 Coordinate the correspondence of the Association, and ensure safe custody of all documents, records and registers of the Association, and the common seal, pursuant to Clause 23 of this Constitution.
 - 20.3.3 Maintain in an up to date condition the Constitution of the Association, and upon the request of a member, provide a copy of the Constitution, free of charge.
 - 20.3.4 Maintain a record of the names; residential and postal addresses; telephone numbers of the Office Bearers and Committee Members, pursuant to Clause 12 of this Constitution. Such record or records shall be made available to any member upon request to the Secretary, but the same shall not be taken out of the Secretary's custody.
 - 20.3.5 Perform such other duties associated with the office of Secretary, as may be required, or assigned by, the Committee.
- 20.4 The Treasurer
 - 20.4.1 Oversee the accounts and books of the Association, which explain the financial transactions and financial position at all times.
 - 20.4.2 Ensure the accounts and records are kept in such a manner as will enable true and fair accounts of the Association to be conveniently and properly audited.
 - 20.4.3 Monitor and scrutinise the actions of the bookkeeper.
 - 20.4.4 Arrange and submit financial statements to the Committee in such form as directed by the Committee.
 - 20.4.5 At the close of each financial year, submit for audit to the Annual General Meeting together with the Auditor's Report a financial statement showing the position of the Association at the end of the immediately preceding financial year.
 - 20.4.6 By the Authority of the Committee or the Association at a General Meeting as the case may be, cheque(s) and withdrawal form(s) on the Associations bank account(s) may be signed as follows:
 - (a) By one (1) staff member (usually the Director) duly authorised by the Committee and not being a staff member employed in a book-keeping capacity, and one (1) Committee member duly authorised by the Committee;
 - or
 - (b) By two (2) Committee members authorised by the Committee.
 - 20.4.7 Ensure safe custody of all securities, books and documents relating to the financial affairs of the Association.
 - 20.4.8 Perform such other duties usually associated with the office of Treasurer, as may be required by the Committee.

This Constitution shall bind the Association, and every member, to the same extent as if they had respectively signed and sealed it, and agreed to be bound by all the provisions thereof.

22 THE COMMON SEAL

Upon the Association becoming incorporated under the Act, it shall have a common seal in which its corporate name shall appear in legible characters.

- 22.1 The common seal shall not be used without the express authority of the Chairperson (or person acting in that position), and every use of the common seal shall be recorded in the Minute Book referred to in Clause 17.1 of this Constitution.
- 22.2 The Chairperson shall witness the affixing of the common seal of the Association.
- 22.3 The common seal shall be kept at the Association's premises under the control of the Secretary.

23 AMENDMENTS TO THE CONSTITUTION

Constitutional amendments may be made in accordance with the Act. Thus amendments can be made by a majority of 75% of eligible voting members in person, or by proxy voting, or by majority at a Special General Meeting, which has been advertised for that purpose.

- 23.1 Notice of the proposed amendment(s) shall be given by the Secretary to all members, setting out the proposed amendment(s) not less than twenty-one (21) days prior to the date fixed for the meeting at which the amendment(s) is/are to be considered. Such notice will be deemed appropriate by notice in the centre premises and media display in local newspapers.
- 23.2 At any General Meeting of the Association at which notice of motion to amend the Constitution is being considered, it shall be competent for any member to move an amendment to such motion, without giving prior notice thereof. Provided that, in the opinion of the Chairperson the proposed amendment, is relevant to the subject matter of the motion, and is not a direct negative to the motion.
- 23.3 Amendments passed by a General Meeting of the Association shall be subject to, and conditional upon, the submission of such amendment(s) being lodged within one (1) month from date of the meeting with the appropriate government department pursuant to the provisions of the Act.
- 24.5 The person making such lodgement shall inform the Secretary, and the minute book of this Association will be duly endorsed with the date and time of lodgement, and attested to by the signatures of the Secretary and one other Officer of the Association.
- 24.6 No amendment shall be brought into force or have effect until, and unless, the written receipt acknowledging the relevant documents by the appropriate government department is received.

25 THE INSPECTION BY MEMBERS OF THE ASSOCIATION, OF RECORDS AND DOCUMENTS OF THE INCORPORATED ASSOCIATION

- 25.5 Records and documents related to the Governance function of the South Coastal Women's Health Services Association (Inc) are available for inspection by all financial members
- 25.6 Records kept by the Management Committee that contain confidential information that relates to either staff or client issues would be exempt from this access
- 25.7 Members should contact the Chairperson of the Management Committee in writing to identify the reasons for their access to records or documents
- 25.8 The Chairperson would instruct the Director of the operational arm, South Coastal Women's Health Services to make records or documents available to the member /s

- 25.9 Members would be asked to sign the standard confidentiality form used by SCWHS to ensure that business of the Association is not disclosed inappropriately

26 DISSOLUTION

If the Association is solvent, a voluntary winding up of the association may occur in accordance with the Act. It may be dissolved and wound up by a special resolution carried by a three-fourths (3/4) majority of members present and voting at a Special General Meeting called for such purpose.

In the event of insolvency, the Association will have a receiver appointed, as determined in the Act, but no office-bearers will be personally liable, PROVIDING they have acted legally, honourably, within the authority ascribed to them, for the best interests of the Association, and in accordance with its stated objectives.

- 26.5 The Association shall cause a copy of a special resolution passed under the aforesaid sub-clauses above, to be lodged with the appropriate government department within fourteen (14) days of the passing of the special resolution.
- 26.6 If at the dissolution or winding up of the Association, there remains after the satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid to, or distributed among the members of the Association, but shall be given or transferred: -
- (a) to another incorporated association, being a donee or transferee having purposes similar to the objects and purposes of the Association and which prohibits the distribution of its income and property amongst its or their members to an extent at least as great as is imposed on the association under or by virtue of these rules and which is a fund, authority or institution referred to in paragraph 78 (1) (a) of the Income Tax Assessment Act 1936: or for charitable purposes, which incorporated association or associations or purposes, as the case requires, to be determined in accordance with a special resolution of the members when authorising or directing the Committee under Section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Association, by the Commissioner (as that term is defined in the Act).
- 26.7 Aforesaid institution or charitable organisation as expressed in sub-clause 2 above shall be selected by a simple majority of members present and voting at the time of dissolution or winding up.
- 26.8 Dissolution pursuant to the voluntary winding up of the Association shall take effect:
26. 8.1 Seven (7) days after the distribution of the surplus property is completed.
- OR
- 26.8.2 If there is no surplus property, fourteen (14) days after a copy of the resolution is lodged with the Commissioner (or that term as defined by the Act).
- 26.9 If for any reason the Association is unable to meet and pass a special resolution pursuant to sub-clause 1 of this Clause 26, any member remaining on the register of members may invoke the provisions of Section 31 of the Act, and petition the Supreme Court for a compulsory winding up of the Association.