



Constitution

October 2017

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OBJECTIVES OF SHOALHAVEN WOMEN'S HEALTH CENTRE

- To provide a non-profit primary health care service for women, which is managed by women, within a feminist framework, in the Shoalhaven area
- To prioritise access for women who are living in poverty, or who are on low or fixed incomes, by providing services at a minimal cost, or for no cost to ensure that women are not refused service due to inability to pay
- To ensure that services reflect the needs of local women providing educational, preventative and self-help programs which encompass women's life span, experience and cross a broad range of health issues
- To network, liaise and collaborate with other local service providers in order to provide necessary services to women in the community
- To facilitate access to the services activities and to assist women to access other appropriate services (acknowledging and addressing the different needs of women of diverse backgrounds and the barriers they may face)
- To uphold the rights of women who may use the service to express themselves freely, to be treated with respect, dignity and consideration
- To ensure the creation and maintenance of a safe, healthy and supportive environment for the well-being of staff, management and women who use the service
- To actively encourage the empowerment of women in both the personal and social aspects of their lives by promoting informed decision making processes
- To provide a range of services which reflect the holistic nature of Women's Health
- To ensure effective community management and operation of the Women's Health Centre by and for women
- To encourage training and staff development of Centre staff in all areas of Women's Health to ensure the highest standard of health care to consumers

PART 1 - GENERAL

1. *Definitions*

The Act

means the Associations Incorporations Act 2009

The Association

means the Shoalhaven Women's Health Centre Inc

Director General of Fair Trading

means the Director General as specified in the Act

The Committee of Women or Committee

is the governing body of Shoalhaven Women's Health Centre Inc

Disciplinary Action

means suspension or expulsion

The Regulations

means the Associations Incorporations Regulations 2016

Woman

means any woman who identifies herself as a female and is not a partnership, unincorporated Association, incorporated Association or Company under the Corporations Law

Year

is from 1st July one year to 30th June the following year

Executive

means the following positions on the governing body, the Committee of Women: Chairwoman, Secretary, and Treasurer

Annual General Meeting

refers to the Annual General Meeting

2. *Interpretation of the Constitution*

- (a) Where there is no majority as to the application or meaning of a clause or provisions, the Interpretation Act 1987 (NSW) will apply.
- (b) The application or meaning of the clause or provision is to be determined in accordance with the Objects of the Association
- (c) Where there is no majority as to the application or meaning of a clause or provision, the Interpretation Act 1987 (NSW) will apply

PART 2 - MEMBERSHIP

3. *Membership Qualifications*

- (a) To become a financial member of the Association, the following requirements must be met. The applicant must be:
 - (i) A woman, of at least eighteen (18) years of age and a resident of NSW
 - (ii) A woman who is nominated for membership of the Association
 - (iii) A woman who is approved for membership of the Association
 - (iv) A woman who has paid the requisite joining and/or membership fee
 - (v) A woman who agrees with the Constitution of the Association
- (b) To be considered a non-financial member of the Association, a member must have already been a financial member for a period of one (1) year, and then not renewed the membership through the payment of the requisite membership fees. This status will last only for one (1) year then the non-financial member ceases to be a member

4. *Nomination of Membership*

(see Appendix 2 flowchart)

- (a) To apply for membership of the Association
 - (i) A woman must be nominated in writing by a financial member of the Association
 - (ii) The nomination form (Appendix 1) must be completed by the woman and the nominating financial member
 - (iii) This form must be lodged with the Secretary of the Association
- (b) Upon receiving an application for membership, the Secretary must present the application at the next Committee meeting for approval or rejection of the membership application

5. *Approval of Membership*

Where the applicant satisfies the membership criteria in Part 2, the Committee may approve the application for membership

- (a) Where the Committee elects to approve a membership application the Secretary must notify the applicant within twenty eight (28) days
- (b) The applicant must then pay the requisite membership/joining fee within twenty eight (28) days of notification of approval

- (c) Once payment has been received, the Secretary must ensure that appropriate details of the member are entered into the Register of Members. The woman becomes a member of the Association as soon as membership payment is made

6. *Rejection of Membership Application*

- (a) Where the Committee elects to reject a membership application, the Secretary must notify the applicant within twenty-eight (28) days. No reasons for the rejection are required at this point. The woman applying for membership can choose to appeal the Committee's decision
- (b) To appeal a rejection:
 - (i) The applicant must notify the Secretary in writing within twenty-eight (28) days
 - (ii) The Committee must then give written reasons for the rejection of the applicant within twenty-eight (28) days
 - (iii) Upon receipt of reasons, the applicant may appear before the Committee at the next Committee meeting, where she may present reasons for her nomination to be reconsidered
- (c) The Committee is then under an obligation to review their rejection of the application and present written reasons, within twenty-eight (28) days, if the nomination is again rejected
- (d) If an applicant is rejected, either from the outset, where no appeal is lodged, or after an appeal, the woman cannot reapply to become a member of the Association within a twelve (12) month period from the date of notification of the Committee's decision

7. *Cessation of Membership*

- (a) A woman ceases to be a member of the Association, if the woman:
 - (i) Dies
 - (ii) Resigns that membership
 - (ii) Is expelled from the Association
 - (iv) Has been a non- financial member for one (1) year
- (b) Once a woman ceases to be a member, all membership rights are extinguished

8. *Transfer or Assigning of Membership Rights*

- (a) No membership rights can be transferred or assigned to another individual or organisation

9. *Resignation of Membership*

- (a) To resign, a member must give at least twenty eight (28) days notice, in writing to the Secretary of her intention to resign from the Association
- (b) The Public Officer must ensure that the Register is recorded and amended as becomes necessary, and that the Register must include the following for all members

10. *Register of Members*

- (a) The association's Secretary is responsible for maintaining the Register of Members
- (b) The Secretary must ensure that the Register is recorded and amended as becomes necessary, and that the Register must include the following for all members:
 - (i) The name
 - (ii) The postal and email address
 - (iii) The date on which the woman became a member
 - (iv) Whether or not the woman is a financial member
 - (v) The date on which a member ceases to be a member
- (c) The Register of Members must be:
 - (i) Kept on the premises of the Association
 - (ii) Made available, free of charge, for any financial member to inspect at any reasonable hour
 - (iii) Available to be copied by a member of the Association
 - (iv) If a member requests that any information contained on the Register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection
 - (v) A member must not use information about a person obtained from the Register to contact or send material to the person, other than for the purposes of sending the person a newsletter, a notice in respect of a meeting or other event or information relating to the Association or other material relating to the association, or any other purpose necessary to comply with a requirement of the Act or the Regulation

11. *Membership Fees*

- (a) In order to be a financial member, a woman must pay the requisite annual membership fee each year and the requisite joining fee

- (b) Annual membership fees are due from the 1st July of that calendar year up until the day of the Annual General Meeting of that calendar year
- (c) The Committee may alter the membership fee, by a majority vote as it so chooses. Notice of this change must be given twenty eight (28) days prior to membership fees becoming due
- (d) Non-financial members will have no voting rights at the Annual General Meeting or any other meeting of the Association. For a non-financial member of the Association to regain financial status membership fees must be paid as per 11 (a)

12. *Members Liabilities*

Financial and non-financial members are not liable for any debts, liabilities or costs incurred by the Association, or any debts, or other costs incurred in the winding up of the Association

13. *Resolution of Disputes*

- (a) A dispute between a member and another member (in their capacity as members) of the Association, or a dispute between a member or members and the Association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983
- (b) If a dispute is not resolved by mediation within three (3) months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration
- (c) The Commercial Arbitration Act 1984 applies to any such dispute referred to Arbitration

14. *Disciplining of Members*

- (a) The Committee may expel or suspend, for a specified time period (up to one (1) year from the date of expulsion or suspension), any member who is not acting in accordance with the Constitution
- (b) Expulsion and or suspension will only occur where a majority of the Committee votes so. If the member facing disciplinary action is a Committee member, then that member has no voting rights once suspended or expelled from the Association
- (c) A member is not acting in accordance with the Constitution, if the member is:
 - (i) Engaging in activities harmful to the reputation of the Association
 - (ii) Engaging in activities that are obviously in conflict with the objectives of the Association

- (iii) Not complying with the Constitution and rulings made in accordance with the Constitution
- (iv) Engaging in any other act considered by the Committee to be not in accordance with the Constitution
- (d) The choice between suspension or expulsion is to be decided by a majority of the Committee. An order of suspension is to be no longer than twelve (12) months
- (e) If a member is expelled, that member cannot reapply for membership for a period of five (5) years from the date expulsion takes effect

15. *Initiating the Disciplinary Process*

- (a) A financial member of the Association must recommend to the Committee that a member of the Association be disciplined, before disciplinary action can be initiated
- (b) Only the Committee has the right to initiate disciplinary action
- (c) To initiate such action, the Committee must be sufficiently convinced that the action is warranted
- (d) The member facing disciplinary proceedings must be notified twenty eight (28) days prior to the Committee voting for disciplinary action, the suspension or expulsion of the member, by the Secretary of the Association. In the event that the Secretary is the subject of the disciplinary process, notification/ lodgement shall be the responsibility of the Chairwoman
- (e) The Committee must notify the member, in writing, as to why disciplinary proceedings have been initiated, and the date, time and place where the meeting at which the disciplinary action to be voted on is held
- (f) The member has the right to defend the allegations made against her. This will be heard at the meeting where the actual vote as to whether the disciplinary action should be taken is to take place
- (g) If the Committee, by majority vote, accepts the defence of the member, the disciplinary measure takes effect:
 - (i) After fourteen (14) days, subject to the member appealing the decision, or
 - (ii) Immediately, if the member has appealed the decision, and the appeal is rejected

16. *Appealing Disciplinary Action*

(See Rights of Appeal of Disciplined Members Flowchart in Appendix 3)

- (a) A disciplined member has a right to appeal the decision of the Committee

- (b) A notice of appeal in writing must be lodged with the Secretary of the Association within seven (7) days after notice of the decision is served on the member. This notice must state reasons for appealing the decision
- (c) Upon receipt of a notice from a member under (b), the Secretary will notify the Committee who will convene a Special General Meeting in accordance with clause 42
- (d) At the Special General Meeting of the Association:
 - (i) No business other than the appeal will take place
 - (ii) The Committee and the member will have the opportunity to state their respective cases, verbally or in writing or both verbally and in writing, and members who are present will vote by secret ballot to determine if the Committee's decision is upheld or revoked
- (e) If at this meeting the Association passes a special resolution upholding the original Committee resolution, this decision is final

PART 3 - THE COMMITTEE OF WOMEN

17. *Powers of the Committee*

- (a) The Committee is responsible for the governance of the affairs of the Association
- (b) The Committee is responsible for:
 - (i) The employment of all staff
 - (ii) Determining policy
 - (iii) Legal compliance, including maintaining Work, Health and Safety standards
 - (iv) Fundraising
 - (v) The Committee is responsible for the management of funds, in accordance with the Association's Constitution
 - (vi) The promotion of the Association, and its objectives
 - (vii) Engaging in any other activities that are necessary or beneficial for the governance of the Association
- (c) A Committee Member who uses information obtained through the course of their duties or their position for personal advantage or causing detriment to the Association is guilty of an offence

18. *Number of Committee Members*

- (a) The Committee shall consist of a minimum of five (5) members and the Committee will not exceed nine (9) members

- (b) There will be three (3) Office Bearers and two (2) to six (6) General members

19. *Term of Office of Committee Members*

- (a) Each member of the Committee will hold office for a period of one (1) year, from the Annual General Meeting where they are elected to the Annual General Meeting one (1) year later
- (b) A member who fills a vacant position will hold that position for the remainder of the term that was left vacant
- (c) Within fourteen (14) days after vacating office, a former Committee of Women member must ensure that all documents in her possession that belong to the Association are delivered to the Public Officer for delivery to her successor

20. *Office Bearers*

- (a) There are three (3) Office Bearers, elected by the Committee:
 - (i) A Chairwoman
 - (ii) A Secretary
 - (iii) A Treasurer
- (b) If an Office Bearer resigns or is removed or expelled from the Association, or the position otherwise becomes vacant, a Committee member will be appointed by the Committee of Women to fill the position until the next Annual General Meeting (see Part 2, clause 14 for reasons for disciplinary action or expulsion)
- (c) “Removed or Expelled” refers to removal, expulsion, or resignation from the Association, thereby including the Committee

21. *Term of Office Bearers*

- (a) Each Office Bearer will hold office for a period of one (1) year, from the first Committee meeting where they are elected, to the Annual General Meeting one (1) year later
- (b) Office Bearers can serve no more than three (3) consecutive years in any one elected position

22. *Chairwoman*

The Chairwoman is:

- (a) The convenor of meetings, Special General Meetings and Annual General Meetings. She may delegate the Chairing responsibility from time to time

- (b) The public spokesperson and representative for the Association
- (c) To fulfil any other role which is deemed necessary by the Committee
- (d) Responsible for signing minutes of proceedings at the meeting or the next succeeding meeting

23. *Secretary*

- (a) The Secretary must:
 - (i) Ensure that minutes are taken at all meetings
 - (ii) Ensure that a copy of the minutes is forwarded on to all Committee members and ensure copies are available for members
 - (ii) Ensure the Register of Members is maintained
 - (iii) Take responsibility for all Committee correspondence, both incoming and outgoing
 - (iv) Fulfil all other obligations as required under this Constitution and Section 26 (6) of the Act

24. *Public Officer*

- (a) The Public Officer
 - (i) Will be appointed by the Committee of Women
 - (ii) Will be an Association member, over eighteen (18) years of age and a resident of NSW
 - (iii) May or may not be a Committee of Women member
 - (iv) Is, by virtue of the office, an authorised signatory for the Association
 - (v) Within twenty eight (28) days of taking office, must notify the Director-General of her full name, date of birth, address for service of notices, and the fact she has become the Public Officer
 - (vi) In the event she changes her address, must within fourteen (14) days give notice of her new address to the Association and the Director-General
 - (vii) Must, within twenty eight (28) days of vacating the office, ensure that all documents in her possessions that belong to the Association are delivered to a Committee of Women member
- (b) The Public Officer must within twenty eight (28) days after the date of the Annual General Meeting of the Association:
 - (i) Lodge with the Director General in an approved form, a statement containing a copy of the minutes of the Annual General Meeting
 - (ii) A copy of the terms of any resolution passed at that meeting concerning that statement. This is to be accompanied by the prescribed fee

- (c) The Public officer must lodge notice with the Director-General within twenty eight (28) days of a change in the Association's address, name, objects or constitution, in the approved form, outlining the details of the alteration and accompanied by the prescribed fee
- (d) If there is a vacancy in the office of Public Officer, the Committee of Women must within twenty eight (28) days after the vacancy arises appoint an Association member, who also meets the criteria specified by the Director-General, to fill the vacancy
- (e) The Public Officer has a duty to accept the service of documents on behalf of the Association and then to bring to the attention of the Committee as soon as is practicable after the receipt of the documents
- (f) The Public Officer is responsible for maintaining the Register of Members
- (g) The Public Officer will be responsible for any other duties prescribed under the Act

25. *Treasurer*

- (a) The Treasurer is responsible for:
 - (i) Ensuring that all monies owing to the Association are collected
 - (ii) Ensuring that all payments authorised by the Association are made
 - (iii) Ensuring correct accounts and books, that clearly show the financial affairs of the Association in full detail, are kept
 - (iv) Ensuring a detailed account of all receipts and expenditures of the Association is kept
 - (iv) The Treasurer will perform all the aforementioned duties in co-operation with the Association's Financial Administrator
 - (v) The Treasurer to present financial reports to Committee meetings and the Annual General Meeting

26. *Staff as Members of the Committee*

- (a) Staff members, irrespective of their membership status with the Association, are not eligible to hold the position of Committee member, and do not have voting rights at Committee meetings
- (b) There will be at least one (1) staff representative at each Committee meeting. This staff representative will be the Manager or their delegate. This will ensure:
 - (i) Issues which are of concern to staff members are brought to Committee meetings

- (ii) Staff have a voice on the Committee, and that any problems or issues with the day to day management of the service are brought to the Committee's attention
- (iii) Staff are informed of issues which are discussed at Committee meetings and are of concern to staff members.
- (c) Staff members may attend Committee meetings for the duration of discussion of items relevant to their positions
- (d) Staff members may absent themselves and/or the Committee may ask staff to leave the meeting when items relating to staff management are being discussed or voted on

27. *Election of Committee Members*

- (a) To qualify for election to the Committee as an ordinary member or office bearer the nominee must be a financial member
- (b) Election of Committee members will take place at the Annual General Meeting
- (c) All nominations must be made in writing, signed by two (2) financial Association members and signed by the nominee. Nominations will be received up to seven (7) days by the Secretary before the date fixed for the Annual General Meeting
- (d) If the number of positions is equal to or less than the number of positions to be filled, the persons nominated are taken to be elected
- (e) If insufficient nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies
- (f) If the number of nominations received exceeds vacancies to be filled, a ballot shall be held at the Annual General Meeting

28. *Election of Office Bearers*

- (a) Once the Committee has been elected by the members of the Association, the Committee is then responsible for electing the Office Bearers
- (b) The election of Office Bearers is to take place at the Annual General Meeting
- (c) To be eligible for election as an Office Bearer the Committee member must:
 - (i) Be nominated by another elected Committee member
 - (ii) Nominate themselves at the Committee meeting where the election of office bearers takes place

29. *Register of Committee Members*

- (a) The Secretary is responsible for the Register of Committee Members
- (b) The Secretary must ensure that the Register is recorded and amended as becomes necessary, and that the Register must include the following for all Committee members:
 - (i) Name, date of birth and residential address
 - (ii) The date on which the Committee member takes office
 - (iii) The date on which the Committee member vacates office
 - (iv) Any other particulars as may be prescribed by the Regulations
- (c) The Register of Committee Members:
 - (i) Must be kept on the premises of the Association
 - (ii) Must be made available, free of charge, for any person to inspect at any reasonable hour
- (d) Any change in the Committee's membership must be recorded in the Register within one (1) month after the change occurs

30. *Election of Grievance Sub-Committee*

- (a) The Grievance Sub-committee will be appointed by the elected Committee. This Sub-committee will consist of three (3) members. There must be one staff member and two (2) non-staff members on the Sub-committee
- (b) The Grievance Sub-committee will meet to deal with any complaints made to the Association with regard to staff, Practices and Policies of the Association, Constitution, Disputes between members, and disputes between staff members and between members of the Association (see Appendix 3)
- (c) The Grievance Sub-committee will be elected by the Committee at the first meeting following the Annual General Meeting, each year. The Grievance Sub Committee will keep a written record of Complaints lodged and resolutions or actions taken with regard to any complaints. A Register recording details of complaints will be kept by the Grievance Sub-committee

31. *Casual Vacancies*

- (a) Where there is a casual vacancy occurring in the membership of the Committee, the Committee may appoint a member of the Association to fill that vacancy. The member appointed will hold Office, subject to these rules, until the conclusion of the Annual General Meeting following the Date of the appointment

- (b) A casual vacancy in the office of a member of the Committee occurs if the member:
 - (i) Dies
 - (ii) Ceases to be a member of the Association
 - (iii) Becomes an insolvent under administration within the meaning of the Corporations Act 2009
 - (iv) Resigns office by notice in writing given to the Secretary
 - (v) Is removed from office under clause 32 (removal of a Member)
 - (vi) Becomes a mentally incapacitated person
 - (vii) is absent without the consent of the Committee from six (6) consecutive meetings of the Committee
 - (viii) Is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than three (3) months
 - (ix) Is prohibited from being a director of a company under Part 2D.6 (disqualification from managing corporations) of the Corporations Act 2009 of the Commonwealth

32. *Removal of Member*

- (a) The removal of a member must comply with Clause 14(c)
- (b) The Association in a General Meeting may:
 - (i) By resolution remove any member of the Committee from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold the office until the expiration of the term of the member so removed
 - (ii) The Committee may remove a Committee member who is absent without consent from meetings of the Committee over a six (6) month period
- (c) A member receiving a notice of removal can make representations in writing to the Secretary/Chairwoman within one (1) month requesting that:
 - (i) Her representations be sent to each member of the Association or:
 - (ii) The representations be read out at a meeting at which the resolution is considered

33. *Committee Meetings*

- (a) The Committee will meet monthly, or not less than six (6) times per year, including the Annual General Meeting

- (b) The Secretary will notify the Committee members orally or in writing, no less than forty eight (48) hours prior to the meeting being held
- (c) Prior to each meeting the Agenda will be set. The Agenda can be added to up until the time the meeting begins
- (d) The Chairwoman is the Convenor of all meetings, and in her absence the role will be appointed by the Committee to another member who is present
- (e) The Executive can meet at any time for the purpose of making urgent decisions providing reasonable notice is given to the Executive. Any decision made at these meetings is subject to ratification at the next full Committee meeting
- (f) Sub-committees will be elected by the elected Committee as required with powers not exceeding those specified in the Regulation (21)
- (g) A quorum is required for a Committee meeting to take place
- (h) Additional meetings may be convened by the Chairwoman or by any member of the Committee
- (i) A Committee meeting may be held at two (2) or more venues using any technology that gives each of the Committee members a reasonable opportunity to attend
- (j) Committee members who participate at a committee meeting using such technology have the same rights as members who are present at the meeting, including voting rights.

34. *Quorum*

- (a) Three (3) Committee members must be present for any Committee meeting to take place
- (b) If three (3) Committee members are not present within half an hour of the designated time of the meeting, the meeting is to be adjourned to the same place and same hour of the day in the following week

35. *Voting*

- (a) All Committee members must vote for the benefit of the management / governance of the Association
- (b) Votes will be by a show of hands unless a ballot is demanded. In the case of a meeting being held using technology, suitable voting methods can be predetermined by the Committee
- (c) Proxy votes will be allowed up to the time the meeting begins
- (d) Questions arising at a meeting of the Committee or of any Sub-Committee appointed by the Committee shall be determined by a majority of the votes of members of the Committee or Sub-committee present at the meeting

- (e) Decisions shall be determined by the majority of members
- (f) Each member represented at a Committee or sub-committee meeting appointed by the Committee is entitled to one vote, but in the event of an equal number of votes, the person presiding will have a second or casting vote
- (g) The Association may hold a postal or electronic ballot to determine any issue or proposal (other than an appeal under clause 16)
- (h) A postal or electronic ballot is to be conducted in accordance with Schedule 3 of the Regulation and a single ballot method must be predetermined by the Committee (i.e. either voting at the meeting, or postal or electronic ballot).

36. *Conflict of Interest*

- (a) If a Committee Member has a direct or indirect interest in any matter being considered or about to be raised at a Committee meeting must disclose the conflict of interest at a Committee meeting
- (b) An indirect or direct interest needed to be disclosed by a Committee member at a Committee meeting includes where the Committee member:
 - (i) Is a member, or is in the employment, of a specified company or other body, or
 - (ii) Is a partner, or is in the employment, of a specified person, or
 - (iii) Has some other specified interest relating to a specified company or other body or to a specified person
- (c) Details of any disclosure made must be recorded by the Committee in the Conflict of Interest Register
- (d) The Conflict of Interest Register
 - (i) Must be kept on the premises of the Association
 - (ii) Must be made available, free of charge, for any Association member to inspect at any reasonable hour
- (e) After a Committee member has disclosed the nature of an interest in any matter, the Committee member must not, unless the Committee otherwise determine:
 - (i) Be present during any deliberation of the Committee with respect to the matter, or
 - (ii) Take part in any decision of the Committee with respect to the matter
- (f) For the purposes of the making of a determination by the Committee under sub-section (e) a Committee member who has a direct or indirect interest in a matter to which the disclosure relates must not:
 - (i) Be present during any deliberation of the Committee for the purpose of making the determination, or
 - (ii) Take part in the making by the Committee of the determination

PART 4 - STAFF AND COMMITTEE

37. *Relationship between Staff and Committee*

The Manager and Financial Administrator have obligations to the Committee as follows:

- (a) The Manager must report at each Committee meeting. The report must represent the activities of the service up to the date of the meeting
- (b) The Financial Administrator will prepare an account of the Association's finances for the Treasurer before each Committee meeting. The report will be in writing and will represent an account of all financial transactions of the Association up to the date of the current meeting

PART 5 - GENERAL MEETINGS

38. *Annual General Meetings*

- (a) One (1) Annual General Meeting must be held each year
- (b) An Annual General Meeting must be held within six (6) months of the end of the financial year

39. *Calling of Annual General Meetings*

- (a) The Annual General Meeting of the Association shall be convened on such date and at such place and time as the Committee thinks fit within six (6) months after the close of the Association's financial year
- (b) Notification must be given to all members fourteen (14) days prior to the Annual General Meeting being held
- (c) Other notices of the Annual General Meeting must be posted in the local newspapers fourteen (14) days prior to the date of the Annual General Meeting
- (d) Other invitations to special interest groups must be posted out at least fourteen (14) days prior to the date of the Annual General Meeting
- (e) The Committee will nominate a Returning Officer to conduct the election of office bearers at least one (1) month prior to the Annual General Meeting or at the last Committee meeting before the Annual General Meeting

40. *Procedures and Business at Annual General Meetings*

- (a) At each Annual General Meeting the following must take place, and the agenda must include but will not be limited to:

- (i) Confirmation of minutes of the previous Annual General Meeting and any other Special General Meeting held within the last year
 - (ii) Receiving the Association's Annual Report and Financial Statement and Auditor's Report since the previous Annual General Meeting
 - (iii) Election of Committee members
 - (iv) The election of Auditors
- (b) Other issues to be discussed at the Annual General Meeting will be attached to the agenda for the meeting and will be sent out with the notification of the date on which the Annual General Meeting is to be held
- (c) In order for the Annual General Meeting to proceed, a quorum of five (5) members entitled to vote must be present

41. *Special General Meetings - General*

- (a) The Committee can only call Special General Meetings
- (b) The Committee must call a Special General Meeting when:
 - (i) Committee considers it necessary or
 - (ii) An application is lodged in writing with the Secretary by no less than three (3) financial members
- (c) In the case of members requesting a Special General Meeting, the application must be noted before the Committee at the next Committee meeting and the Special General Meeting must be called within twenty eight (28) days

42. *Calling of Special General Meetings*

- (a) Notification must be given to all members fourteen (14) days prior to the Special General Meeting being held
 - (i) Members have the option to make and send their request electronically for a General Meeting to be held
- (b) The notification must outline the business to be conducted at the Special General Meeting

43. *Procedures and Business at Special General Meetings*

- (a) For a Special General Meeting to take place a quorum of five (5) members entitled to vote must be present
- (b) If a quorum is not present within half an hour of the scheduled starting time of the meeting the meeting is to be rescheduled and members must be notified

- (c) Only business specified in the notification can be discussed at Special General Meetings

44. Making of Decisions at both Annual General Meetings and Special General Meetings

- (a) A member of the Association has the right to vote in decision-making procedures only if she is a financial member
- (b) Members are entitled to vote by proxy
- (c) All votes concerning membership applications and Committee member elections will be through a show of hands or through a written ballot if requested by a member or the Chairwoman
- (d) Each member is entitled to one (1) vote, but in the event of an equal number of votes, the person presiding may exercise a second or casting vote
- (e) The Association may hold a postal ballot to determine any issue or proposal, and for the passing of any ordinary resolution or special resolution (other than an appeal under clause 16 in this Constitution
- (f) The postal ballot is to be conducted in accordance with Schedule 3 and Form A of the Regulation

45. Voting at General Meetings

- (a) A General Meeting may be held at two (2) or more venues using any technology that gives each of the Association's members a reasonable opportunity to participate
 - (i) Committee members who participate at a committee meeting using such technology have the same rights as members who are present at the meeting, including voting rights.
 - (ii) A resolution put to a vote at a General Meeting being held using technology can be decided using a suitable method that the Committee determines
- (b) An ordinary resolution is passed at a General Meeting if supported by more than half of the votes cast by members of the Association

46. Special Resolution

- (a) A decision of the Association is passed by special resolution if it is a decision passed at a Special General Meeting, where notice has been given according to this Constitution, and the resolution is approved by 75% of the financial members present

- (b) Notification of a special resolution must be given to all members no later than twenty days (21) days prior the meeting being held

PART 6 - MISCELLANEOUS

47. *Change of Name, Objects and Constitution*

- (a) The Constitution can only be changed by special resolution
- (b) An application to the Director-General for registration of a change in the Association's name, objects or constitution in accordance with Section 10 of the Act is to be made by the Public Officer or a Committee Member

48. *Execution of Documents*

- (a) A document may be executed if the document is signed by two (2) of the Association's authorised signatories
- (b) The Association may execute a document as a deed if the document is expressed to be executed as a deed and is executed in accordance with (a)

49. *Custody of Books*

- (a) The records, books and other documents of the Association will be under the control of the Public Officer and will be kept at the principal place of administration at all times

50. *Inspection of Books*

- (a) The records, books, Constitution, minutes and other documents of the Association will be open to inspection, free of charge, by a financial member of the Association at any reasonable hour
- (b) A member of the Association may obtain a copy of any of the documents referred to in (a) on payment of a fee of not more than \$1 for each page copied
- (c) The Committee may refuse to allow a member to inspect or obtain copies of records in certain circumstances.

51. *Service of Notices*

- (a) A notice may be served on behalf of the Association on any member either personally, by post to the member's address shown in the Register of

Members or through electronic means to an address given by the member for giving and serving the notice

- (b) A document properly addressed, prepaid and posted to a member is, unless the contrary is proved, taken to have been served on the member at the time at which the letter would have been delivered in the ordinary course of post, or in the case of electronic means, on the date recorded on the facsimile or email

52. *Distribution of Surplus Property and Winding Up*

- (a) In the event of winding up or cancellation of the Association, the surplus property of the Association is to be distributed in accordance with the Act and the Charitable Fundraising Act 1991, and by special resolution of the Association
- (b) Surplus property or any part of it that consists of property supplied by a government department or public authority, including any unexpended portion of a grant, must be returned to the department or authority that supplied it or to a body nominated by that department or authority
- (c) In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purpose which is not carried on for the profit or gain of its individual members.

53. *Insurance*

- (a) The Association must have insurance, as required by the Act
- (b) In addition to the required insurance, the Association can maintain any other insurance deemed necessary by the Association and or the funding body
- (c) The Committee is responsible for maintaining insurance

54. *Funds*

- (a) Funds of the Association will be derived from a variety of sources, including but not limited to, government grants, membership fees, donations and fundraising
- (b) The Treasurer and/or Financial Administrator must ensure that all money received by the Association is deposited as soon as is practicable and without deduction into the Association's bank account
- (c) The Committee is responsible for the management of funds, in accordance with the Association's Constitution

- (d) All cheques drawn by the Association must be subject to two (2) signatures. Signatories will consist of both staff and Committee members. A minimum of two (2) Committee members are to be cheque signatories
- (e) All cheques drawn will be presented in financial reports to the elected Committee at each meeting of the elected Committee
- (f) The Association shall, as soon as practicable after receiving any money, issue an appropriate receipt
- (f) The financial year will commence on 1st July and end on 30th June of the following calendar year

55. *Payment of Office Bearers*

- (a) A member of the Committee shall not be appointed to any salaried office of the Association or any office of the Association paid by fees, and no remuneration or other benefit in money or money's worth shall be given by the Association to any member of the Committee except repayment of out-of-pocket expenses

56. *Notification of Changes of Particulars*

- (a) The Association, as an authorised fundraiser under the Charitable Fundraising Act 1991, must notify the Minister of:
 - (i) Details of changes to the constitution with respect to the charitable objects or purposes, and/ or the disposition of funds and assets obtained through fundraising appeals, and
 - (ii) Other details as required under the Charitable Fundraising Regulation 2008

57. *Compliance with the Act*

- (a) The Association must, in all of its activities, comply with the Act, and all other applicable legislation

58. *Where Name Must Appear*

- (a) The Association's name must appear on all letters, statements, invoices, notices, publications, orders for services and receipts

Appendix 1- Application for Membership of Shoalhaven Women’s Health Centre Inc.

SHOALHAVEN WOMEN’S HEALTH CENTRE INC.
 (Incorporated under the Associations Incorporation Act 2009)
OBJECTIVES OF THE ASSOCIATION

- ♀ To provide a non-profit primary health care service for women, which is managed by women, within a feminist framework, in the Shoalhaven area
- ♀ To prioritise access for women who are living in poverty, or who are on low or fixed incomes, by providing services at a minimal cost, or for no cost to ensure that women are not refused service due to inability to pay
- ♀ To ensure that services reflect the needs of local women providing educational, preventative and self-help programs which encompass women’s life span, experience and cross a broad range of health issues
- ♀ To network, liaise and collaborate with other local service providers in order to provide necessary services to women in the community
- ♀ To facilitate access to the services activities and to assist women to access other appropriate services (acknowledging and addressing the different needs of women of diverse backgrounds and the barriers they may face)
- ♀ To uphold the rights of women who may use the service to express themselves freely, to be treated with respect, dignity and consideration
- ♀ To ensure the creation and maintenance of a safe, healthy and supportive environment for the well-being of staff, management and women who use the service
- ♀ To actively encourage the empowerment of women in both the personal and social aspects of their lives by promoting informed decision making processes
- ♀ To provide a range of services which reflect the holistic nature of Women’s Health
- ♀ To ensure effective community management and operation of the Women’s Health Centre by and for women
- ♀ To encourage training and staff development of Centre staff in all areas of Women’s Health to ensure the highest standard of health care to consumers

APPLICATION FOR MEMBERSHIP OF THE ASSOCIATION

I (full name of applicant)

of (address)

Email

Phone Mobile

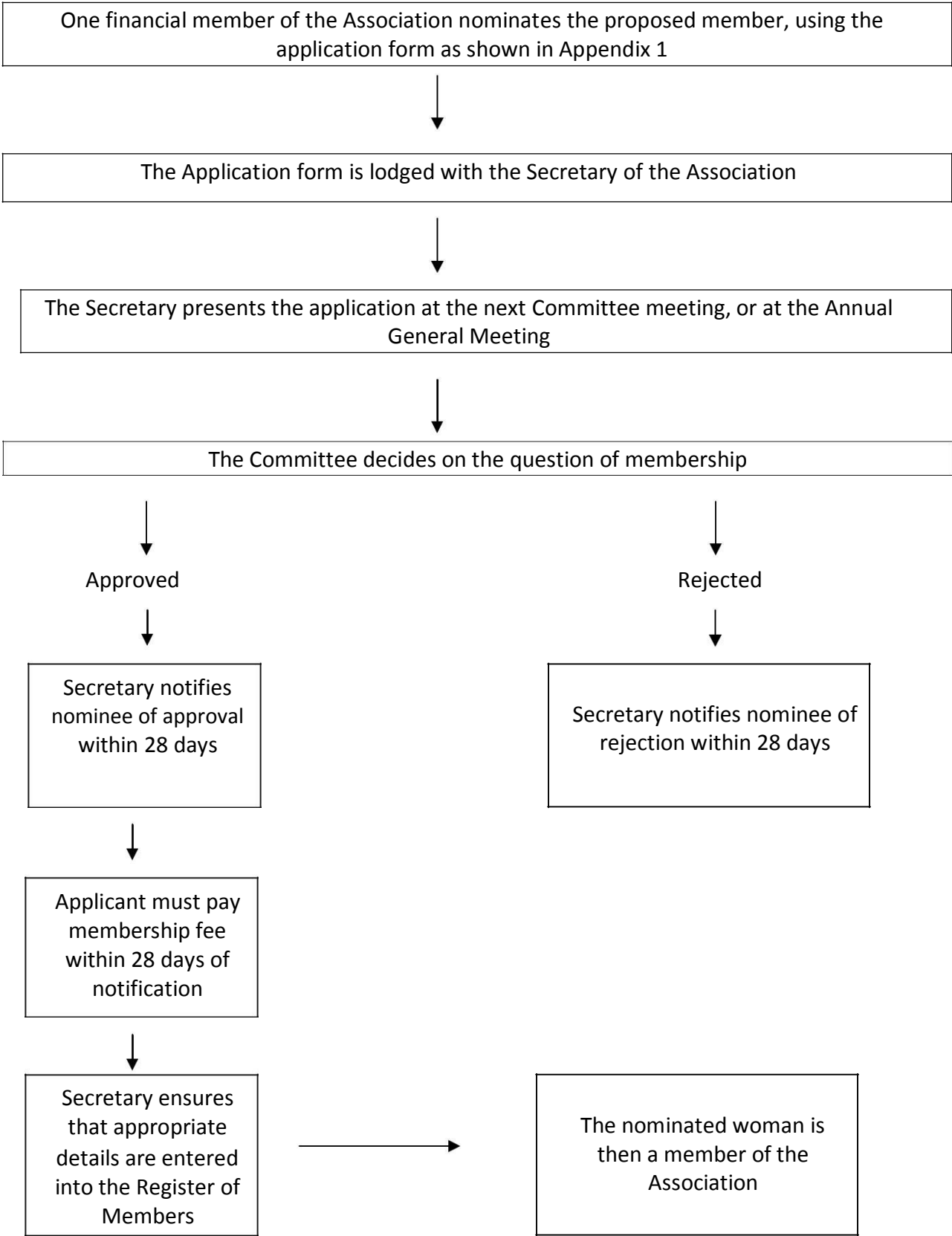
hereby apply to become a member of the above mentioned Incorporated Association in support of the above stated Objectives. In the event of my admission as a member, I agree to be bound by the Constitution of the Association for the 12 months following acceptance of this application by the Committee of Women.

Signature Date

I, a member of the Association, nominate the applicant, who is known to me, for membership of the Association.

Signature Date

Appendix 2 - Nomination for Membership Flowchart



Appendix 3- Right of Appeal for Disciplined Members Flowchart

A member who has been suspended or expelled under clause 14 above has the right of appeal.

