



## NOTICE OF SPECIAL RESOLUTION

Women's Health West Inc.  
Registration No: A0016369N

Dear Members

Changes to the Women's Health West Constitution will be proposed as a special resolution at the Annual General Meeting (AGM) to be held on 29 November 2017 at 4.00pm.

**The special resolution responds to recommendations made by the WHW Board of Directors, including recommendations proposed by the Board Advisory Group in an independent evaluation of the board and associated documents.** All reasons for change are set out below.

**Special resolution:** 'That the alterations to the Constitution of Women's Health West, as set out below, are approved by the members of Women's Health West, and the members agree that the Public Officer of Women's Health West apply to the Registrar of Incorporated Associations for approval of the alterations to the Constitution in accordance with section 50 of the Associations Incorporation Reform Act 2012'.

### Definitions

- 1. Change:** That an additional definition be inserted into the constitution, forming item 3.3.3, as follows: 'The words "woman" or "women" are inclusive of females, or people who identify as female'.  
**Purpose:** This definition reflects that the Equal Opportunity Act identifies 'woman' as biological and 'female' as relating to gender and therefore identity. Women's Health West wishes to enhance inclusivity and reflect a greater understanding of gender diversity.  
**Added changes:** The numbering of other items under definitions below 3.3.3 will also change to reflect the insertion.
- 2. Change:** item 3.3.16 (previously item 3.3.15) to be changed from: "Department", and "Department of Health" and "Department of Human Services" means the Secretary or the Regional Director(s) of the Departments of Human Services and/or Health', to: "Department" means the Secretary or the Regional Director(s) of the Department of Health and Human Services'.  
**Purpose:** To reflect the accurate title of the Department of Health and Human Services, and to note that only the word 'Department' is used in the constitution.

**PHONE** (03) 9689 9588  
**FAX** (03) 9689 3861  
**EMAIL** [info@whwest.org.au](mailto:info@whwest.org.au)  
**WEB** [www.whwest.org.au](http://www.whwest.org.au)  
**ABN** 24 036 234 159

317-319 Barkly Street  
Footscray VIC 3011



## 9.2 'Composition of the Board'

3. **Change:** item 9.2.1 to be changed from: 'The Board will consist of nine Directors...' to: 'The Board will consist of **up to** nine Directors...'.  
**Purpose:** This change provides leeway for vacancies to ensure that the board has time to recruit suitably skilled candidates.
4. **Change:** item 9.2.3 to be changed from: 'The term of office for Board Directors will be two (2) years, with the right to re-nomination and office for three consecutive terms. At the discretion of the majority of the Board, a director can stand for re-nomination for a fourth term', to: 'The term of office for Board Directors will be two (2) years, with the right to re-nomination and office for **four** consecutive terms. At the discretion of the majority of the Board, a director can stand for re-nomination for a **fifth** term'.  
**Purpose:** An external evaluation of the board recommended longer terms to reflect a) the notion that a skilled board consists of women from a range of backgrounds and industries who require time to learn the business; b) to ensure that WHW does not prematurely lose the knowledge of the organisation built up by directors over that time; c) to provide greater continuity between respective boards and CEOs; and d) to allow directors time to see their strategies through. This is particularly important for the role of chair, enhancing her ability to support the CEO and guide governance and strategy of the organisation.

## 9.10 Proceedings of the Board

5. **Change:** item 9.10.2 to be changed from: 'The Board will meet at least 10 times a year...', to: 'The Board will meet a minimum of six times a year...'.  
**Purpose:** This change is designed to ensure the board meets sufficiently to fulfil its governance requirements, while also giving the board the flexibility to schedule meetings in line with strategic needs.
6. **Change:** a series of minor grammatical errors have been corrected throughout the document. They are not listed separately because they do not constitute any change in meaning.

Please contact me on 9689 9588 if you require any further information.

Yours sincerely

Dr Robyn Gregory  
Public Officer (CEO)

**PHONE** (03) 9689 9588  
**FAX** (03) 9689 3861  
**EMAIL** [info@whwest.org.au](mailto:info@whwest.org.au)  
**WEB** [www.whwest.org.au](http://www.whwest.org.au)  
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