



WOMEN'S HEALTH WEST

CONSTITUTION

as at November 2017

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WOMEN'S HEALTH WEST INCORPORATED CONSTITUTION

PART 1 – PRELIMINARY

1. NAME

The name of the incorporated association is Women's Health West Incorporated.

2. STATEMENT OF PURPOSES

The purposes of the Association will be to:

- 2.1 Provide a service that is run by and for women that validates and acknowledges the social context of women's lives and encourages active involvement by and consultation with women in the Western Region, to ensure that service delivery and public policy reflect women's needs, priorities and aspirations.
- 2.2 Undertake direct service provision, health promotion actions and any other activity that is consistent with these purposes to improve the health, safety and wellbeing of women and their children in the Western Region.
- 2.3 Engage in activities including collaborative action, research, organisational capacity building, direct service delivery and community development to enhance women and children's access to resources and services in the Western Region.
- 2.4 Focus on the priority health and safety needs of women and children from communities and population groups who experience the most significant inequity in the Western Region.
- 2.5 Provide women and children with information and resources that support control over decision-making and assist them to make informed choices about their health, safety and wellbeing.
- 2.6 Promote and engage in activities designed to bring about change to the social, political and economic factors that cause and maintain inequity, with a particular focus on violence and discrimination against women and children.
- 2.7 Work in collaboration with individuals, organisations and communities in the Western Region, and more broadly where appropriate, to meet the strategic goals of the Association.
- 2.8 Engage in charitable and / or benevolent activities that are consistent with these purposes.

3. RULES OF THE ASSOCIATION

- 3.1 The name of the incorporated Association is WOMEN'S HEALTH WEST INCORPORATED.
- 3.2 Under Section 23 of the Act the name and registration number of the Association must appear in legible characters in all notices, advertisements and other official publications of the Association and in all its business documents.

DEFINITIONS

3.3 In these rules:

- 3.3.1 The word 'Act' means the Associations Incorporation Reform Act 2012 and includes regulations made under the Act.
- 3.3.2 The words 'Service', 'Association' and 'WHW' used throughout these rules means Women's Health West Incorporated.
- 3.3.3 The words 'woman' or 'women' are inclusive of females, or people who identify as female.
- 3.3.4 'Financial year' means the year ending 30 June.
- 3.3.5 'General Meeting' means a general meeting of members convened in accordance with these rules.
- 3.3.6 The word 'Board' means the Board of Women's Health West Incorporated elected in accordance with the provisions of these rules.
- 3.3.7 The word 'member' means those women and groups afforded membership by virtue of these rules.
- 3.3.8 The word 'Director' means those members who are elected to the Board
- 3.3.9 'Western Region' means the western metropolitan region of Melbourne. This includes the collective municipalities of Brimbank, Hobson's Bay, Maribyrnong, Melbourne, Melton, Moonee Valley and Wyndham.
- 3.3.10 The word 'division' means that voters must physically move into groups according to their vote and be counted by a scrutineer from each group.
- 3.3.11 The word 'poll' means to vote on paper.
- 3.3.12 'Service Agreement' means the conditions imposed by the Department as standard conditions of funding applying to all funded agencies.
- 3.3.13 The words 'Chair' and 'Deputy Chair' means the Chair and deputy of the Board

- 3.3.14 In these rules, a reference to the 'Secretary of the Association' is a reference to:
- a) Where a person is appointed to the paid office of administrator, manager, co-ordinator or Chief Executive Officer or Executive Director, however styled, to that woman.
 - b) In the case of no paid office as in (a) above, where a person holds office under these rules as Chief Executive Officer of the Board of the Service, to that woman.
- 3.3.15 Words or expressions contained in these rules will be interpreted in accordance with the provisions of the Act.
- 3.3.16 'Department' means the Secretary or the Regional Director(s) of the Department of Health and Human Services.
- 3.3.17 'Health' will be taken to mean the World Health Organisation definition of health, namely that 'health is a state of complete physical, mental and social well-being and not merely the absence of disease or infirmity'.
- 3.3.18 An 'Office Holder' means a current or former:
- a) Director
 - b) Secretary, or
 - c) Person, including an employee of the association, who is involved in key decisions that affect the operations of an association or who is influential in the affairs (financial or otherwise) of the association.
- 3.3.19 The 'Registrar' means the Registrar of Incorporated Associations

PART 2—POWERS OF ASSOCIATION

4. POWERS OF ASSOCIATION

- 4.1 Subject to the Act, the Association has power to do all things incidental or conducive to achieve its purposes.
- 4.2 Without limiting rule 4.1, the Association may—
- a) Acquire, hold and dispose of real or personal property
 - b) Open and operate accounts with financial institutions
 - c) Invest its money in any security in which trust monies may lawfully be invested
 - d) Raise and borrow money on any terms and in any manner as it thinks fit
 - e) Secure the repayment of money raised or borrowed, or the payment of a debt or liability

- f) Appoint agents to transact business on its behalf
- g) Enter into any other contract it considers necessary or desirable

PART 3—MEMBERS, DISCIPLINARY PROCEDURES AND GRIEVANCES

DIVISION 1—MEMBERSHIP

5. MEMBERSHIP

5.1 ELIGIBILITY FOR MEMBERSHIP

5.1.1 Individual Membership

- a) A woman who is no less than 18 years of age and who lives, works and / or studies in the western metropolitan region, or as determined by the Board, is eligible to be a member of the Association.
- b) Staff of the Association is eligible for individual membership and will have all the rights and responsibilities of members with the exception of eligibility to stand for election to the Board.

5.1.2 Organisational Membership

Any women's group, any agency or community organisation either located in or targeting the Western Region that shares the vision and goals of Women's Health West is eligible for membership. Each group will be entitled to one representative and one vote. Organisational members are not eligible to stand for election to the Board.

5.1.3 Associate Membership (Non-Voting)

A woman with an interest in and commitment to women's health who does not meet the criteria for individual membership is eligible to become an associate member. Associate members receive newsletters and invitations to events but are ineligible to vote or become Board Directors.

A member of the Association will at all times comply with these Rules and must not do or permit or suffer anything to be done that is inconsistent with the objects and purposes of the Association.

An application for membership of a woman or group who has at any time been expelled from the Association under the provisions of these Rules will be referred to the Board and the Board will determine whether to accept or reject the application.

5.2 APPLICATION FOR MEMBERSHIP

- 5.2.1 An application by a woman or group for membership of the Association must be made in writing and lodged with the Secretary of the Association, using the membership form of the day.
- 5.2.2 As soon as practicable after the receipt of an application, the Secretary of the Association (or her delegate) must enter the applicant's name in the Register of Members, upon which, subject to Rule 5.1, the applicant becomes a member of the Association.
- 5.2.3 Applicants applying for membership after 30 September and before the Annual General Meeting will have their membership commence on the day after the Annual General Meeting.
- 5.2.4 All notices and other correspondence must be either handed to members or sent to them at the postal or email address shown in the register of members.
- 5.2.5 All memberships will continue until the member requests to be removed from the Register, dies, or is expelled from the Association.
- 5.2.6 If a person ceases to be a member of the Association, the Secretary must, as soon as practicable, enter the date the person ceased to be a member in the register of members.
- 5.2.7 The rights of a member are not transferable and end when membership ceases.

5.3 GENERAL RIGHTS OF MEMBERS

- 5.3.1 A member of the Association who is entitled to vote has the right—
 - a) To receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
 - b) To submit items of business for consideration at a general meeting; and
 - c) To attend and be heard at general meetings; and
 - d) To vote at a general meeting; and
 - e) To have access to the minutes of general meetings, the financial records, books, securities and any other relevant document of the Association, including minutes of Board meetings; and
 - f) To inspect the register of members.
- 5.3.2 The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of individual members or the Association.
- 5.3.3 The Board must on request make copies of these rules available to members and applicants for membership free of charge.

5.3.4 Subject to sub rule 5.3.2, a member may make a copy of any of the other records of the Association referred to in this rule and the Association may charge a reasonable fee for provision of a copy of such a record.

5.4 ENTRANCE FEE AND ANNUAL SUBSCRIPTION

5.4.1 Fees for membership and subscription of the Association will be set by the Annual General Meeting from time to time.

5.5 REGISTER OF MEMBERS

The Secretary of the Association (or her delegate) will keep and maintain a register of members in which will be entered the full name, address and date of entry of each member, and their membership status.

5.6 RESIGNATION OF A MEMBER

A member may resign by giving one month's notice in writing to the Secretary of the Association.

Upon the expiration of notice, the Secretary will record, in the register of members, the date on which the membership ceased.

DIVISION 2—DISCIPLINARY ACTION

6. SUSPENSION AND EXPULSION OF A MEMBER

6.1 GROUNDS FOR TAKING DISCIPLINARY ACTION

Subject to these rules, the Board may, by resolution, suspend or expel a member from the Association:

- a) Who commits any breach of any rule or by-law of the Association
- b) Who, in the opinion of the Board, acts in a manner that is contrary to the interests of the Association, or;
- c) Who no longer complies with the membership requirements of the Association.

6.2 DECISION OF THE BOARD

A resolution of the Board under sub-clause (6.1):

- a) Does not take effect unless the Board, at a meeting held not earlier than 14 and not later than 28 days after the service on the member of a notice confirms the resolution in accordance with this clause; and

- b) Where the member exercises a right of appeal to the Association under this clause, does not take effect unless the Association confirms the resolution in accordance with this clause.

6.3 NOTICE TO MEMBER

Where the Board passes a resolution under sub-clause (6.1) of this rule the Secretary will, as soon as practicable, cause to be served on the member a notice in writing:-

- a) Setting out the resolution of the Board and the grounds on which it is based.
- b) Stating that the member may address the Board at a meeting to be held not earlier than 14 and not later than 28 days after service of the notice.
- c) Stating the date, place and time of that meeting.
- d) Advising the member that she may do one or more of the following:-
 - i. Attend that meeting;
 - ii. Give to the Board before the date of that meeting a written statement seeking the revocation of the resolution;
 - iii. Not later than 24 hours before the date of the meeting, lodge with the Secretary a notice to the effect that she wishes to appeal to the Association at a general meeting against the resolution.

At a meeting of the Board held in accordance with sub-clause (6.2) of this rule, the Board:-

- a) Will give to the member an opportunity to be heard; and
- b) Will give due consideration to any written statement submitted by the member; and
- c) Will, by resolution, determine whether to confirm or to revoke the resolution.

6.4 APPEAL

6.4.1 Where the Secretary receives a notice under rule (5.6) the Secretary will notify the Board and the Board will convene a General Meeting of the Association to be held within 21 days after the date on which the Secretary received the notice.

At a General Meeting of the Association convened under sub-clause (5.6):-

- a) No business other than the question of the appeal may be conducted

- b) The Board must state the details of the grounds for the resolution and the reasons for passing of the resolution
- c) The member will be given an opportunity to be heard; and
- d) The members present and entitled to vote must vote by secret ballot on the question of whether the resolution should be upheld or revoked.

6.4.2 If at the General Meeting:

- a) Three quarters of the members present vote in favour of the confirmation of the resolution, the resolution is confirmed; and
- b) In any other case, the resolution is revoked.

DIVISION 3—GRIEVANCE PROCEDURE

7. DISPUTES AND MEDIATION

7.1 The grievance procedure set out in this rule applies to disputes under these Rules between:

- a) A member and another member
- b) A member and the Board
- c) A member and the Association

A member must not initiate a grievance procedure in relation to a matter that is the subject of a disciplinary procedure until the disciplinary procedure has been completed.

7.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

7.3 If the parties are unable to resolve the dispute at the meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

7.4 The mediator must be a woman chosen by agreement between the parties or, in the absence of agreement—

- a) If the dispute is between a member and another member—a person appointed by the Board; or
- b) If the dispute is between a member and the Board or the Association—a person appointed or employed by the Dispute Settlement Centre of Victoria.

7.5 The mediator may be a member, former member or an employee of the Association.

- 7.6 The mediator cannot be a member who is party to the dispute or is biased in favour of or against any party.
- 7.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 7.8 The mediator in conducting the mediation must:
- i) Give each party every opportunity to be heard; and
 - ii) Allow due consideration by all parties of any written statement submitted by any party; and
 - iii) Ensure that natural justice is accorded to the parties throughout the mediation process.
- 7.9 The mediator must not determine the dispute.
- 7.10 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

PART 4—GENERAL MEETINGS OF THE ASSOCIATION

8. MEETINGS

8.1 ANNUAL GENERAL MEETINGS

The Board must convene an annual general meeting of members within five months of the end of the financial year at a time, place and date to be fixed by the Board.

8.1.1 The ordinary business of the annual general meeting is as follows:

- a) To confirm only the minutes of the previous annual general meeting and of any special general meeting held since then
- b) To receive and consider the annual report of the Board and audited statements of accounts for the preceding financial year, in accordance with Part 7 of the Act
- c) To elect Board Directors in place of those retiring in that year; and
- d) For the transaction of any business of which at least twenty eight (28) day's notice has been given; and
- e) To consider those matters required by the Standard Conditions of Funding.

8.1.2 The report prepared under clause (b) of sub-clause (8.1.1) of this rule will include:-

- a) A review of the services provided to the community in the preceding year and the services proposed to be provided in the following year; and
- b) Any matters required by the Standard Conditions of Funding.

8.2 SPECIAL GENERAL MEETING

- 8.2.1 If required by resolution of the Board, or upon a request in writing of not less than 10 per cent of members of the Association, the Secretary must convene a special general meeting of members to be held within one month of the request. The purpose of the meeting must be stated in the request and the names and signatures of members requesting the meeting must be given to the Secretary.
- 8.2.2 No business, other than that specified in the notice of meeting, is to be transacted at the special general meeting.
- 8.2.3 If the Board does not convene a special general meeting as outlined in 8.2.1, the members making the request may convene the meeting and seek reimbursement for reasonable expenses by the Association. This must take place within three months of the original request and consider only the business originally stated.

8.3 NOTICE OF GENERAL MEETINGS

- 8.3.1 General meetings of members will be advertised at least twenty-one (21) days before the day on which such a meeting is to be held.
- 8.3.2 Notice of general meetings must be:
 - a) Placed in the electronic newsletter of the Association
 - b) Sent by mail (surface or electronic mail as advised by members 'as preferred') to all members on the register of members referred to in Rule 5; and
 - c) Displayed on a public notice board at the service.
- 8.3.3 The advertisement for the annual general meeting must include:-
 - a) A call for nominations for election to the Board; and
 - b) The names of the Board Directors retiring by rotation; and
 - c) The information required in Rule 7 in Appendix 2 'Procedure for electing members to the Board of Women's Health West Inc.'; and
 - d) The date, time and place of the annual general meeting; and
 - e) An indication of the general nature of business to be considered at the meeting.

- f) If a special resolution is to be proposed—
 - (i) state in full the proposed resolution; and
 - (ii) state the intention to propose the resolution as a special resolution.

This rule does not apply to a disciplinary appeal meeting.

- 8.3.4 The accidental omission to give notice of a meeting to, or the non-receipt of notice of, a meeting by any members comprising not more than 10 per cent of the total membership will not invalidate any proceedings or resolutions at any meeting of the Association.

8.4 QUORUM AT GENERAL MEETINGS

- 8.4.1 The quorum for any general meeting is the lesser of 15 members or 10 per cent of its members.
- 8.4.2 If a quorum is not present within 30 minutes of the notified commencement, no business will be conducted at that meeting. In the case of an annual general meeting the meeting stands adjourned to the same time on the same day in the following week. If a quorum is still not present within 30 minutes, the members present (if not fewer than three) may proceed with the business of the meeting as if a quorum were present. In the case of a special general meeting convened by the request of the members, the meeting lapses and does not need to be reconvened.
- 8.4.3 At every general meeting the Chair, or in the Chair's absence the Deputy Chair, is to preside, but if neither is present the members present must choose a member to chair the meeting.

8.5 VOTING OF MEMBERS AT MEETINGS

- 8.5.1 Each member will be entitled to one vote only and proxy voting is not allowed.
- 8.5.2 At all meetings of members, all questions except those involving contested elections, are to be determined by a show of hand, unless before or on the declaration of the result a division is demanded by any member qualified to vote, in which event the question must be decided by a division. A declaration by the Chair that a resolution has, on a show of hands, been carried or otherwise, and an entry to that effect in the minutes of the meeting, is conclusive evidence of that fact.
- 8.5.3 At all meetings of members except special resolutions or disciplinary appeal meetings:
 - a) The question must be decided on a majority vote
 - b) The Chair has a second or casting vote in the event of tied vote

- c) For special resolutions or disciplinary appeal meetings, not less than three quarters of members voting must vote in favour for the resolution to be passed.

8.6 MINUTES OF GENERAL MEETINGS

8.6.1 The Board must ensure that minutes are taken and kept of each general meeting recording the business considered at the meeting, any resolution on which a vote is taken and the result of the vote.

8.6.2 In addition, the minutes of each annual general meeting must include—

- a) The names of the members attending the meeting; and
- b) The financial statements submitted to members in accordance with rule 8.1.1 b); and
- c) The certificate signed by two committee members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- d) Any audited accounts and auditor's report or report of a review accompanying the financial statements that are required under the Act.

PART 5 – BOARD

9. GOVERNANCE OF THE ASSOCIATION

The governance of the Association is vested in the Board of the Association.

9.1 DUTIES OF THE BOARD

9.1.1 The Board will oversee the business and affairs of the Association; and

9.1.2 May exercise all such powers and functions of the Association, other than those powers and functions that these rules or the Act require to be exercised by general meetings of the members of the Association; and

9.1.3 Subject to the provisions of the Act or any other law, the Board may, by resolution, delegate to any staff member, Board Director or sub-committee, any of its powers and functions other than this power of delegation.

9.1.4 The duties and responsibilities of the Board include:

- a) To become familiar with these Rules and the Act as soon as practicable following election or appointment to the Board
- b) Collective responsibility for ensuring the Association complies with the Act and that individual Board Directors comply with these Rules

- c) To oversee the operations of the Association to ensure provision of a responsive, accessible, accountable and effective Association
- d) To formulate and adopt strategic directions, policies and implement programs and operating guidelines that are consistent with the stated philosophy and objectives of the Association
- e) The Board's priorities in relation to these duties are set out in the Board's Duty Statement
- f) In addition to any duties imposed by these Rules, a Board Director must perform any other duties imposed from time to time by resolution at a general meeting

9.2 COMPOSITION OF THE BOARD

- 9.2.1 The Board will consist of up to nine Directors drawn from individual membership of the Association taking into account their skills and knowledge to effectively govern the Association.
- 9.2.2 Board Directors will operate as individuals and not as formal representatives of a particular group.
- 9.2.3 The term of office for Board Directors will be two 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.

9.3 OFFICE BEARERS

- 9.3.1 The Board will, at its first meeting after the annual general meeting, appoint from its members a Chair, Deputy Chair and Treasurer.
- 9.3.2 The Chair, Deputy Chair and Treasurer will hold office for one year and may be re-appointed.
- 9.3.3 The Board will appoint a Secretary of the Association as outlined in Section 73 of the Act. The Secretary will be the Chief Executive Officer, who is appointed by the Board. If the position of CEO becomes vacant, the Board will, within 14 days, appoint an acting CEO while recruitment processes are underway. The acting CEO will be delegated all of the responsibilities of the Secretary.
- 9.3.4 The Chair, and, in her absence, the Deputy Chair will be responsible for:
 - i. Speaking or making public statements on behalf of the Association in accordance with the policies and procedures of the Association); and

- ii. Liaising with the person in the paid office of Chief Executive Officer, on behalf of the Board, on any matters relating to the business or affairs of the Association; and
- iii. Leading the production, review and development of the Association's strategic plan; and
- iv. Receiving complaints or hearing grievances from members; and
- v. Signing correspondence on behalf of the Association, where the Secretary does not do so; and
- vi. Presiding at meetings of the Board and at general meetings of the Association; and
- vii. Leading the development of a board culture that promotes inquiry, mutual respect and constructive debate, ensuring sound and shared decision-making; and
- viii. Other duties as outlined in the Board Duty Statement of the Association.

9.3.5 The Treasurer will be responsible for:

- i. Ensuring policies, systems and procedures are in place for the collection and receipt of all monies due to the Association and making all payments authorised by the Association.
- ii. Ensuring that accounting policies and processes are in place for the keeping of correct accounts and books showing the financial affairs of the Association in accordance with the Act.
- iii. Ensuring the accounts and books referred to in Rule 9.3.5(ii) will be available for inspection by members of the Association at reasonable notice.
- iv. Coordinating the preparation of the financial statements of the Association and their certification by the Board prior to their submission to the annual general meeting of the Association.
- v. Undertaking other duties as outlined in the Board Duty Statement of the Association.

9.3.6 The Secretary of the Association will, subject to the directions of the Board:

- i. Oversee the recording of minutes of the resolutions and proceedings of meetings of members and the Board, together with a record of the names of persons present at the meetings; and
- ii. Be responsible for dealing with correspondence of the Association and for the custody of all books, and documents and securities of the Association; and

- iii. Be responsible for the day-to-day management of the service and supervision of all staff; and
- iv. Make all payments authorised by the Association, provided that no payments will be made without the authority of the Board.
- v. Perform any other duty or function required under the Act to be performed by the secretary of an incorporated association.
- vi. The Secretary must give to the Registrar notice of her appointment within 14 days after the appointment.

9.4 DUTIES OF OFFICE HOLDERS

There are four key duties that apply to Officer Holders:

- a) The duty to not make improper use of information or position
- b) The duty to exercise reasonable care and diligence, including the duty to prevent the association from trading while it is insolvent
- c) The duty to exercise powers and discharge duties in good faith and for a proper purpose, and
- d) The duty to manage conflicts of interest.

9.5 ELECTION OF THE BOARD

9.5.1 The election of Board Directors will be held in accordance with the Rules set out in Appendix 1.

9.5.2 The following Rules will apply:-

On the day of the first annual general meeting of members after the adoption of these Rules, an election of the Board will be held:

- a) To determine the women to fill the nine positions on the Board, five for a term of two years and four for a term of one year; and
- b) At the following annual general meeting, the elected Directors appointed to serve for a period of office of one year in accordance with Rule 9.4.2 (a) will be subject to election for a full term.

9.6 NOTICE OF ELECTION

The advertisement calling the annual general meeting will state the names of the Board Directors who will retire in that year, the number of vacancies to be filled, and will include the specifications

required in the 'notice of an election' set out in Rule 6 in Appendix 1 'Procedure for electing members to the Board of Women's Health West Inc'.

9.7 DISPUTED ELECTION

If any aggrieved member wishes to dispute the validity of any election, she will, within seven days of the declaration of the election results, give notice in writing to the Board stating the grounds of her complaint. The Board may then either investigate the complaint or appoint a sub-committee for this purpose. After hearing the complaint the Board will determine the matter and its decision will be final.

9.8 CASUAL VACANCIES

9.8.1 For the purposes of these rules, the office of a Board Director becomes vacant if that Director:-

- a) Ceases to be a member of the Association.
- b) Resigns her office by notice in writing given to the Secretary
- c) Is absent for three (3) consecutive meetings without acceptable reason or leave of absence
- d) Otherwise ceases to be a Board Director by operation of section 78 of the Act

9.8.2 Every such vacancy will be deemed a casual vacancy.

9.8.3 In the event of a casual vacancy in any Board position, the Board may appoint an eligible member of the Association to fill that position and the woman so appointed may continue in office up until the term of expiry of office following the next annual general meeting.

9.8.4 The Board may continue to act despite any vacancy in its membership.

9.9 REMOVAL OF A BOARD DIRECTOR

9.9.1 The Association, acting in accordance with the suspension and expulsion, and appeal rules (6.1 and 6.4) may, by resolution at a general meeting, remove any Board Director before the expiration of her term of office and instead appoint another eligible member, who will hold office until the expiration of the original director's term.

9.9.2 A Director who is the subject of a proposed resolution under Rule 9.8.1 may make representations in writing to the Secretary or Chair of the Association (not exceeding a reasonable length) and may request that the representations be provided to the members of the Association. The Secretary or Chair may send a copy of the representations to each member of the Association or, if they are not so sent, the Director may require that they be read out at the meeting.

9.10 PROCEEDINGS OF THE BOARD

- 9.10.1 The Board will uphold the principle of equality in decision making processes, ensuring that each director has a chance to speak and be heard.
- 9.10.2 The Board will meet a minimum of six times a year at the times, dates and places determined by the Board.
- 9.10.3 Special Board meetings may be convened by the Chair or any four Directors. Three days' notice will be given to Directors of such meetings via electronic transmission, specifying the date, time and place of the meeting and the general nature of the business to be conducted. No other business will be conducted at such meetings.
- 9.10.4 Written notice of each monthly meeting will be served on each Board Director by electronic transmission at least three working days before the meeting, and either provided in person or sent by post in a prepaid letter addressed to her usual or last known address in time to reach the Director prior to the meeting being held.
- 9.10.5 At any meeting of the Board, one third of the members, but not less than five will form a quorum.
- 9.10.6 No business will be conducted unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting will be adjourned to a date no later than 14 days after the adjournment. In such case the Secretary will call another meeting in accordance with rule 9.10.4.
- 9.10.7 If at any stage between annual general meetings of the Association, the number of Board Directors is reduced below the number fixed by rule 9.10.5, continuing Board Directors may act only for the purposes of calling a general meeting of the Association.
- 9.10.8 The Chair will preside at all meetings of the Board, but, if absent, the Deputy Chair will act as Chair or, in her absence, another Director will be chosen from one of the Directors present.
- 9.10.9 All questions arising at any meeting of the Board will be decided by a show of hands or, if demanded by a Director, by a division. Each Director will have one vote. The Chair will have a deliberative vote and, in the event of an equality of votes on any question, will also have a casting vote.
- 9.10.10 Minutes will be kept of the proceedings at all meetings of the Board, recording the names of those present, the business considered at the meeting, any resolution on which a vote is taken and the result of the vote, and any conflict of interest disclosed.

9.11 APPOINTMENT OF SUBCOMMITTEES

The Board may, at any time, establish subcommittees with terms of reference it considers appropriate. The Board will have the power to co-opt any women, including staff members, to serve on a subcommittee.

PART 6 – FINANCIAL MATTERS

10. FINANCES

10.1 FINANCE

10.1.1 All accounts will be paid by cheque, credit card or electronic funds transfer, within the delegation of authority set out in the policies and procedures of the Association.

10.1.2 The Board will establish policy from time to time on signatories to cheques and other financial instruments.

10.1.3 The Board will authorise the Chief Executive Officer or her delegate to expend funds on behalf of the Association as set out in the delegation policies and procedures of the Association.

10.2 FUNDS

10.2.1 The Association will comply with the Department's Service Agreement and any other required accounting standards.

10.2.2 The funds of the Association will be paid into accounts as required by the Service Agreement and the Act.

10.2.3 The assets and income of the Association will be applied solely in furtherance of its purposes and no portion will be distributed directly or indirectly to its members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

10.3 AUDITOR

10.3.1 Audit of the accounts of the Association and the appointment of the auditor will be in accordance with Section 99 of the Act.

11. DISSOLUTION AND WINDING UP

The Association may be wound up voluntarily by special resolution, and the Department informed of such resolution.

- 11.1 Subject to the Act relating to the voluntary winding up of companies, so far as they are applicable and with such modifications (if any) as are prescribed, apply to the voluntary winding up of an incorporated Association.
- 11.2 The distribution of the assets of the Association will be dealt with or disposed of in accordance with these rules.

12 DISTRIBUTION OF ASSETS

- 12.1 Any and all assets remaining after full settlement of all just debts and liabilities incurred by the Association will, subject to any trust affecting them or any of them, be disposed of by gift or transfer to a registered funded agency, as approved by the Department, being a fund approved under Section 78(1) (a) (i) or (ii) of the Income Tax Assessment Act 1936, as amended.
- 12.2 In the event of the organisation being wound up or if the endorsement of the organisation as a deductible gift recipient is revoked, the following assets remaining after the payment of the organisation's liabilities will be transferred to a fund, authority or institution to which income tax deductible gifts can be made:
- a) Gifts of money or property for the principal purpose of the organisation.
 - b) Contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
 - c) Money received by the organisation because of such gifts and contributions.
- 12.3 Provided that, where the government of Victoria has paid a capital grant towards the cost of erecting, purchasing or converting any building, or purchasing any land, it will be the prerogative of the Minister for Human Services or Health, on the recommendation of the Department, to determine the disposal of such buildings or land having due regard to the part of the capital cost that may have been met by the Association.

PART 7 – GENERAL MATTERS

13. ANNUAL REPORTS

- 13.1 The Secretary will provide annual and other reports as required by the Act, any funding and service agreements, and other compliance requirements.

14. SEAL

- 14.1 The common seal of the Association will be kept in the custody of the Secretary.
- 14.2 The common seal will not be affixed to any instrument except by the authority of the Board and the affixing of the common seal will be attested by the signatures either of two Board Directors or one of the Board and of the Secretary of the Association.

15. ALTERATION OF RULES AND STATEMENT OF PURPOSE

- 15.1 The name, rules and statement of purposes of the Association will not be altered except in accordance with the Act.
- 15.2 No rules of the Association or statement of purposes will be repealed or amended and no new rule will be made except by a special resolution made at a meeting called for this purpose.

APPENDIX 1

PROCEDURE FOR ELECTING MEMBERS TO THE BOARD OF WOMEN'S HEALTH WEST INCORPORATED

1. For the purposes of Rule 9.5.1, elections of Board Directors must be conducted in accordance with these Rules.
2. **APPOINTMENT OF RETURNING OFFICER**
 1. The Board must, at least 2 months before the annual general meeting of the Association, appoint a Returning Officer for the purpose of conducting the elections to the Board.
 2. The Returning Officer -
 - a) must be experienced in or able to undertake the conduct of elections; and
 - b) must not be nominated for a position.
3. **FUNCTION OF RETURNING OFFICER**

The function of the Returning Officer is to conduct elections of members to the Board.
4. **ASSISTANT RETURNING OFFICERS**

The Returning Officer may appoint Assistant Returning Officers to assist in the conduct of an election.
5. **REGISTER OF MEMBERS**

The Secretary of the Association must, when requested by the Returning Officer, produce to the Returning Officer the register of members.
6. **NOTICE OF AN ELECTION**
 - a) The Returning Officer must give notice of an election in accordance with this Rule at least 21 days before the day of the annual general meeting of the Association.
 - b) Notice of the election must be given by -
 - i. displaying a copy on any notice board at Women's Health West; and
 - ii. including the notice in the advertisement calling the annual general meeting; and
 - iii. sending a copy of the notice to the postal or electronic mail address of each member, as advised by members 'as preferred'.

APPENDIX 1

PROCEDURE FOR ELECTING MEMBERS TO THE BOARD OF WOMEN'S HEALTH WEST INCORPORATED

7. INFORMATION IN NOTICE

The notice of an election must specify -

- a) A nomination day; and
- b) The place where nominations must be lodged; and,
- c) A polling day; and
- d) The name and address of the Returning Officer

8. NOMINATION AND POLLING DAYS

- a) The nomination day must be at least 21 days before the day of the annual general meeting of the Association.
- b) The polling day must be at least 2 days before the day of the annual general meeting of the Association.

9. METHOD OF NOMINATION

- a) A woman who intends to be a candidate at an election must lodge, or cause to be lodged, a nomination paper with the Returning Officer not later than 4.00pm on nomination day.
- b) The Returning Officer must give a receipt for a nomination to any person -
 - i. who lodges a nomination paper within time; and
 - ii. who requests a receipt

10. FORM OF NOMINATION PAPER

- a) A nomination paper must
 - i. be in the form of Schedule 1; and
 - ii. be signed by two members; and
 - iii. bear the written consent of the candidate;

11. WITHDRAWAL OF NOMINATION

- a) A person nominated for an election may withdraw from the election by giving notice of withdrawal in writing to the Returning Officer not later than 4.00pm on nomination day.
- b) The name of a person who has withdrawn under Rule 11 a) must not be included by the Returning Officer on any ballot paper for the election.

APPENDIX 1

PROCEDURE FOR ELECTING MEMBERS TO THE BOARD OF WOMEN'S HEALTH WEST INCORPORATED

12. UNCONTESTED ELECTION

If the number of nominations received does not exceed the number of vacancies to be filled, the Returning Officer must declare the person/s nominated to be elected to the Board.

13. UNFILLED VACANCIES

- a) If no nominations are received for a vacancy or the number of nominations received is less than the number of vacancies to be filled, the Board may fill the vacancy by appointing to the Board any person who is eligible to be elected to the Board under these rules.
- b) A person appointed under this Rule is deemed to have been elected to the Board.

14. CONTESTED ELECTION

- a) If more nominations are received than the number of vacancies to be filled, the Returning Officer must conduct a poll.
- b) The Returning Officer must cause ballot papers for the poll to be printed in the form of Schedule 2, showing the full name of each person who has been nominated for election, and who has not withdrawn under Rule 11.

15. ORDER OF NAMES ON BALLOT PAPER

1. The Returning Officer must decide by lot the order in which names of the candidates are to appear on the ballot paper.
2. The draw by lot must be conducted by the Returning Officer in the presence of -
 - a) At least one other person; and
 - b) Any candidate, or her representative, who wishes to be present.

16. DISTRIBUTION OF BALLOT PAPERS

1. At least 14 days before the polling day, the Returning Officer must either provide in person, post or send by electronic transmission to the address of each member -
 - a) A ballot paper, and
 - b) An unsealed return envelope
2. Each ballot paper must be initialled or signed by the Returning Officer or an Assistant Returning Officer before it is sent to a member.

APPENDIX 1

PROCEDURE FOR ELECTING MEMBERS TO THE BOARD OF WOMEN'S HEALTH WEST INCORPORATED

17. METHOD OF VOTING

1. To record a valid vote, a member must insert the figure "1" on the ballot paper opposite the name of the candidate who is the voter's first preference.
2. A member may also place the figures "2", "3", "4" and so on opposite the names of the other candidates in order of the voter's preference for those candidates, or some of those candidates.
3. The member may only use each number once.

18. MANNER OF LODGING VOTE

After marking the ballot paper, the voter must -

- a) Fold the ballot paper; and
- b) Place the folded ballot paper in the return envelope; and
- c) Seal the envelope; and
- d) Sign, and write her name and address, on the back of the envelope; and
- e) Post, or deliver, the return envelope or cause the envelope to be delivered, to the Returning Officer before 4.00pm on polling day.

19. PROVISION OF BALLOT BOX

The Returning Officer must provide a sealed ballot box and place unopened in the ballot box all envelopes as they are received up to the close of the poll.

20. SCRUTINEERS

Each candidate at an election is entitled to appoint one scrutineer to be present during the counting of votes.

21. THE SCRUTINY OF ENVELOPES

As soon as practicable after the close of the poll, the Returning Officer, with the assistance of the Assistant Returning Officers (if any), and in the presence of any scrutineers that choose to be present, must -

- a) Open the ballot box; and
- b) Produce all return envelopes received up to the close of the poll; and

APPENDIX 1

PROCEDURE FOR ELECTING MEMBERS TO THE BOARD OF WOMEN'S HEALTH WEST INCORPORATED

- c) Examine each envelope and, if it is signed by the member and bears the member's name and address, accept the vote for counting; and
- d) Mark off the name of the member on the roll of members; and
- e) Place the envelopes containing accepted votes face upwards on a table so the identity of the members cannot be seen;
- f) Open each envelope, withdraw the ballot paper, and, without inspecting the vote, or allowing any other person to do so, deposit the ballot paper in the ballot box; and
- g) When all the envelopes have been opened, and the ballot papers withdrawn and deposited in the ballot box, open the ballot box and count the votes.

22. INVALID VOTES

Any ballot that:-

- a) is not enclosed in an envelope signed by a member; or
- b) is received from a person whose name is not on the roll of members – must not be placed in the ballot box for counting.

23. ADJOURNMENTS

The Returning Officer may from time to time adjourn the scrutiny of envelopes or the counting of votes to a time and place fixed by the Returning Officer and notified to the scrutineers.

24. METHOD OF COUNTING VOTES

- 1. The Returning Officer must count the votes and exclude candidates; and
- 2. Record candidates to be elected to the Board in accordance with the Rules of the Proportional Representation Society of Australia for Conducting Elections by the Quota Preferential Method set out in the third edition of the Proportional Representation Manual published by the Society in 1977 excluding Rule 1.2.

25. RECOUNTS

- 1. The Returning Officer may at any time before the declaration of a poll;
 - a) On the written request of any candidate stating the reasons for the request; or
 - b) On her own motion, recount the votes.
- 2. The Returning Officer must advise all candidates if a recount is to be conducted.

APPENDIX 1

PROCEDURE FOR ELECTING MEMBERS TO THE BOARD OF WOMEN'S HEALTH WEST INCORPORATED

26. DECLARATION OF A POLL

The Returning Officer must declare the results of an election to the annual general meeting of the Association.

27. CUSTODY AND DESTRUCTION OF ELECTION PAPERS

1. The Returning Officer must ensure the safe custody of all materials used in an election.
2. The Returning Officer must within 3 months after declaring the results of an election –
 - a) cause all materials used at the election (other than Quota Preferential Counting Sheets) to be destroyed; and
 - b) if a poll was conducted, send or give the Quota Preferential Counting Sheet used at the poll to the Board.

SCHEDULE 1

**NOMINATION FORM – WOMEN’S HEALTH WEST INCORPORATED
CALL FOR NOMINATIONS FOR ELECTION TO THE BOARD**

In accordance with the Constitution of the Association an election will be held for x (x) declared vacancies on the Board. The term of office will be of 2 years duration.

Instructions

- a) Nominations made on this form by a current member of the Association must be signed by the proposer and seconded by another member on the form below.
- b) The nominee must be a member of the Association and indicate acceptance by signing the form below.
- c) A member can nominate more than one person.
- d) Nominations **close on Thursday XX October 20XX at 4:00pm.**
Nomination forms must be returned to:

**Returning Officer
c/- Women’s Health West
317-319 Barkly Street
Footscray VIC 3011**

Note: The nominee may wish to write a brief statement outlining who she is and what she offers the Association for inclusion with the postal ballot papers. This should be send to the Returning Officer at the above address, by the closing date.

NOMINATIONS FOR ELECTION TO THE BOARD – Women’s Health West Incorporated

We being members of Women’s Health West Incorporated nominate:-

Name and Address of Person Nominated

Signature of Acceptance of Person Nominated

_____ **Date:** _____

Name and Address of Proposer

Signature of Proposer

_____ **Date:** _____

Name and Address of Seconder

Signature of Seconder

_____ **Date:** _____

SCHEDULE 2

**BALLOT PAPER
WOMEN'S HEALTH WEST INCORPORATED**

Election of the Board for vacancies to be filled:

DIRECTIONS TO MEMBERS

The women listed on this ballot paper have been nominated for election to the Board of Women's Health West Inc.

To record a valid vote, you must indicate one of the candidates as your first preference by placing the number 1 beside the candidates' name. You may also record your order of preference for as many of the other candidates as you choose by placing the numbers 2, 3 and so on, beside their names, using each number once only.

After you have voted, this ballot paper must be folded and placed inside the return envelope. You must then seal the envelope, sign it, and write your name and address on the back, and post or deliver the envelope, or cause it to be delivered to the Returning Officer by 4.00pm on