

**MIDLAND WOMEN'S HEALTH CARE PLACE (Inc.)
CONSTITUTION
2011**

1. NAME

The name of the Association shall be "Midland Women's Health Care Place (Inc.)".

2. DEFINITIONS

Wherever the expression "MWHCP" is used, it shall mean Midland Women's Health Care Place (Inc.).

"Board" shall mean the Board of Management of Midland Women's Health Care Place (Inc.).

"Constitution" shall mean the laws of Midland Women's Health Care Place (Inc.) as set out in this document.

"The Act" shall mean the Associations Incorporation Act (WA) 1987, as amended from time to time.

3. OBJECTS

- 3.1 To establish, operate, maintain and administer a women's community-based health service for women by women
- 3.2 To promote and advocate for the overall health, self esteem, self-responsibility and health awareness of women and families in the community.
- 3.3 To promote preventative, holistic and confidential health services for the benefit of all women regardless of age, religion, culture, politics or lifestyle.
- 3.4 To provide a health support, information and referral service for women.
- 3.5 To empower women to make informed decisions regarding their physical and mental well-being.
- 3.6 To promote public and government awareness and understanding of the health and other special needs/circumstances of women in the community.
- 3.7 To advocate for the implementation of services to meet identified health needs.
- 3.8 To endeavour to make the health care system more responsive and accessible to women.
- 3.9 To encourage women to take advantage of existing services aimed at the prevention of illness and improved well-being.

- 3.10 To research, collect and collate information about the health needs of women and their families in the community.
- 3.11 To continuously evaluate MWHCP's effectiveness in carrying out the Objects of the Service.
- 3.12 To foster interaction between the community and women's health service providers.

4. INCOME AND PROPERTY

- 4.1 The income and property of MWHCP shall be applied solely to the promotion of its Objects and no part thereof shall be paid or transferred directly or indirectly by way of pecuniary profit to the members PROVIDED THAT
 - 4.1.1 Remuneration may be paid in good faith to officers and servants of MWHCP or other persons in return for services actually rendered or expenses incurred on behalf of the organisation.
 - 4.1.2 An honorarium shall be paid annually, to the elected Members of the Board of Management. The Honorarium will be linked to the CPI with a revision annually. The annual review submission of the Honorarium to be put to and passed by the Board no later than the monthly meeting due in June of each year. Such submission be tabled and ratified by the financial members at the Annual General Meeting of that year. Should a Board member not serve a full year, the Honorarium shall be paid "pro rata".

5. MEMBERSHIP

5.1 Eligibility

All members shall have:

- 5.1.1 Agreed to accept the Objects and Code of Ethics of MWHCP;
- 5.1.2 Paid the fee as prescribed at a General Meeting of MWHCP from time to time;

5.2 Ordinary Membership

Any person over the age of sixteen (16) years who meets the eligibility criteria as per clause 5.1, subject to ratification by the Board, may be accepted as an Ordinary member.

- 5.2.1 Any person employed by MWHCP and therefore deemed staff are ineligible for membership.

5.3 Associate Membership

Groups or institutions who agree to 5.1 may apply for Associate membership, in order to assist MWHCP in furtherance of its Objects.

5.3.1 Associate members may appoint one delegate (or proxy), and such delegate shall have voting rights, but may not serve on the Board.

5.3.2 An Associate member shall advise the Secretary of MWHCP in writing of the name, address and telephone number of its delegate and proxy.

5.3.3 An Associate member may change its delegate from time to time, and shall advise the Secretary of MWHCP in writing of the name, address and telephone number of each new delegate.

5.4 **Expulsion**

A member who infringes this Constitution, who has had their application for membership rejected by the Board, or has otherwise behaved in a way likely to be injurious to MWHCP may be expelled by a resolution of the Board PROVIDED THAT an expelled member shall have the right to appeal to a General Meeting of MWHCP after seven days notice of the proposed appeal has been given to all members.

5.5 **Cessation**

Membership shall cease on:

5.5.1 Written resignation to the Chairperson;

5.5.2 Failure to renew membership by paying the prescribed membership fee within 2 months of expiry;

5.5.3 Expulsion of the member by the Board as per clause 5.4;

Any person upon ceasing to be a member in any manner whatsoever shall forfeit all rights and claims upon MWHCP and its property and funds, which may have existed by virtue of involvement with MWHCP.

5.6 **Register of Members**

A current register of members shall be maintained showing their names and addresses and shall be made available on request to any member of MWHCP within a reasonable time.

5.7 **Life Membership**

The Board may nominate for Life Membership, a member whose contribution to the organisation has been outstanding. Nominations to be submitted to the Annual General Meeting for determination. No more than two life memberships are to be allocated each year. The decision of the Annual General Meeting is final.

6. **MANAGEMENT**

6.1 Only financial members of MWHCP are eligible for election to the Board.

- 6.2 Nominations must be proposed and seconded by a member of MWHCP, signed by the nominees and presented to the Secretary 48 hours prior to the Annual General Meeting.
- 6.3 Executive and members of the Board shall sign a commitment to confidentiality.
- 6.4 Management shall be vested in the Board, which shall be:
 - 6.4.1 An Executive comprising of a Chairperson, Deputy Chairperson, Secretary and Treasurer;
 - 6.4.2 Ordinary members, so that there are not less than seven (7) and not more than ten (10) members of the Board in total.
- 6.5 The Executive and other members of the Board shall be elected bi-annually with half the Executive & Board retiring one year and the other half the following year. No employee of MWHCP may be elected to any position on the Board.
- 6.6 Executive & Board Members shall hold office for 2 years until the rising of the relevant Annual General Meeting and may offer themselves for re-election.
- 6.7 Any member of the Board who has a direct or indirect pecuniary interest in any matter that is being considered or is about to be considered at a meeting of the Board shall, as soon as possible after the relevant facts have come to her or his knowledge, disclose the nature of her or his interest to those present at the meeting in respect to that matter. That member shall not exercise a vote on that matter.
- 6.8 Any member of the Board shall cease to hold such office on:
 - 6.8.1 Resignation in writing; or
 - 6.8.2 Resignation or expulsion as a member; or
 - 6.8.3 Absence from three consecutive Board meetings without explanations acceptable to the Board.
- 6.9 Any co-opted representative as per clause 7.8 shall have the right to address any Board Meeting but shall have no right to vote at that meeting.

7. POWERS OF THE BOARD OF MANAGEMENT

The Board of Management shall have the power to:

- 7.1 purchase, lease, exchange, hire or otherwise acquire real or personal property and any rights and privileges necessary for the achievement of the Objects of MWHCP;
- 7.2 raise, in a lawful manner, the finance required to carry out the Objects of MWHCP;
- 7.3 draw, accept and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments;

- 7.4 invest in trustee securities or deal with monies not immediately required, as authorised by law and determined by the Association;
- 7.5 enter into contracts and do all such other lawful things as are incidental or conducive to the attainment of the aforesaid Objects;
- 7.6 affiliate with other organisations, if to do so is in accordance with the Objects of MWHCP contained in this Constitution;
- 7.7 appoint members to fill any vacancy on the Board for the remainder of the unexpired term;
- 7.8 co-opt persons with specific expertise as required. Such persons shall not have voting rights;
- 7.9 form sub-Committees to deal with particular aspects of its work. Each sub-committee will include at least one member of the Board who shall be responsible to report back to the Board;
- 7.10 on occasions obtain professional services from outside sources, e.g. on a consultative or part-time basis. Recruitment of any external services must meet with the approval of two thirds of the number of Board members, and is subject to accreditation and reference verification as stated within MWHCP Policies and Procedures;
- 7.11 ensure the effective day to day operation of MWHCP and provide by-laws where necessary;
- 7.12 employ or dismiss staff consistent with contractual and industrial obligations;
- 7.13 employ a Manager whose terms and conditions of service shall be determined by the Board. The Manager shall be responsible to the Board for the day to day conduct of the affairs of MWHCP.

8. DUTIES OF THE BOARD OF MANAGEMENT OFFICE BEARERS

8.1 Chairperson

- 8.1.1 Shall call meetings, act as Chairperson and liaise with staff.
- 8.1.2 Shall act as spokesperson unless an alternative spokesperson has been appointed by the Board or a General Meeting, or has been delegated the position by the Chairperson. The spokesperson shall make statements in accordance with previously agreed policy.
- 8.1.3 Shall sign all pages each month of the Minutes of the Board Meetings.
- 8.1.4 Shall sign all papers and documents requiring an official authentication.
- 8.1.5 Shall ensure that the progress of any sub-Committee is adequately reported to the Board at each meeting.

- 8.1.6 Shall delegate the above duties in their absence.
- 8.1.7 Shall report to the Board any breaches, irregularities or infringements in respect to the Constitution that come to the attention of the Chairperson.
- 8.1.8 Shall be responsible for the safe custody of the Common Seal.

8.2 The Deputy Chairperson

- 8.2.1 Shall in the absence of the Chairperson perform all duties normally undertaken by the Chairperson.
- 8.2.2 In the event of both the Chairperson and Deputy Chairperson being absent, the meeting shall appoint a Chairperson.

8.3 **The Treasurer**

- 8.3.1 Shall ensure that all monies received by MWHCP are paid into accounts in the name of MWHCP.
- 8.3.2 Shall ensure that correct books and accounts are kept showing the financial affairs of MWHCP. Any member may inspect these records following notification to the Treasurer.
- 8.3.3 Shall ensure that a current statement of income and expenditure is presented at every Board meeting of MWHCP.
- 8.3.4 Shall ensure that all the financial accounts are submitted to the auditor to be audited at the end of each financial year, and that such audited financial accounts shall be presented to the Annual General Meeting.
- 8.3.5 Shall ensure that payments approved in the operating budgets are made through a petty cash system or by a cheque signed by any two signatories authorised by the Board.
- 8.3.6 Shall seek approval from the Board for expenditure outside of the approved budgets.
- 8.3.7 In the absence of the Treasurer the Board shall delegate the above duties.

8.4 **The Secretary**

- 8.4.1 The Secretary shall ensure records are kept of the business of the organisation including the Constitution and Policies, records of members, a register of minutes of meetings and of notice, a file of correspondence, and records of submissions or reports made by or on behalf of the Board.
- 8.4.2 In the absence of the Secretary the Board shall delegate the above duties.

- 9.1 The financial year of MWHCP shall be from July 1st to June 30th the following year.

- 9.2 Annual subscriptions shall fall due prior to the Annual General Meeting in every year.
- 9.3 The funds of MWHCP shall be lodged with such bank or society as determined by the Board from time to time.
- 9.4 MWHCP accounts and online banking are to be operable on any two of the four following signatories:

Chairperson
Deputy Chairperson
Treasurer
Manager

10. COMMON SEAL

- 10.1 MWHCP shall have a common seal on which shall be inscribed the full name of Midland Women's Health Care Place Inc. and the words "Common Seal".
- 10.2 The Seal holder shall be the Chairperson, or Deputy Chairperson, or Secretary or Treasurer.

11. MEETINGS

11.1 Board of Management Meetings

- 11.1.1 The Board shall meet as often as may be required to conduct the business of MWHCP and in any event not less than ten (10) times in each calendar year.
- 11.1.2 The Chairperson or any other two members of the Board shall have the authority to call a meeting of the Board.
- 11.1.3 Notice of meetings shall be:
- (a) given at the previous Board meeting; or
 - (b) by seven (7) days written notice to all Board members; or
 - (c) in an emergency such other notice as the Board shall ratify at the next Board Meeting regularly called.

11.2 Special General Meetings

Special General Meetings shall be called by the Chairperson within twenty eight (28) days of the receipt of a written request by a quorum (pursuant to clause 12.1) of Board members, or by ten Ordinary members. An Agenda for the meeting, specifying the business to be discussed, shall be posted to all members giving at least fourteen (14) days clear notice.

11.3 Annual General Meeting

11.3.1 The Annual General Meeting shall be held in September every year.

11.3.2 The business of the Annual General Meeting shall be:

- a) the Chairperson's Report for the previous year;
- b) the Treasurer's Report and the audited financial statements for the previous financial year;
- c) other reports as the Board deems desirable;
- d) the Returning Officers report, who shall conduct a ballot if necessary;
- e) the appointment of an Auditor;
- f) any other business placed on the Agenda prior to the commencement of the meeting.

11.4 Notice of Meeting

No less than seven days notice, and in the case of a proposed alteration to the Constitution of MWHCP, no less than fourteen days notice shall be given to the Members of the Annual General Meeting or Special General Meeting. The notice shall specify the place, date and time of such Meeting.

12. QUORUM

12.1 Quorum at Board of Management Meetings

A quorum of the Board shall be at least four (4) Board members including at least one (1) office bearer, unless and until the members decide at a Special or Annual General Meeting that a greater number shall be required. Should the total number of Board members be reduced below the number required for a quorum, the remaining Board members must convene a Special General Meeting of MWHCP members, to elect new Board members.

12.2 Quorum at all Annual General Meetings

12.2.1 The quorum shall be a minimum of 10% of paid-up Ordinary Members or 8 paid-up Ordinary Members, whichever is the greater

12.2.2 If within thirty minutes of the time appointed a quorum of members is not present, the meeting shall stand adjourned to

the same day in the next week, at the same time and place, or as decided by those present if the date, time, venue are not suitable or available for such adjourned meeting. All members must be notified in writing of the amended date.

12.2.3 If at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting, the members who are present in person may nevertheless proceed with the business of that meeting, as if a quorum were present.

12.3 Quorum at Special General Meetings

12.3.1 The quorum shall be a minimum of 10% of paid-up Ordinary Members or 8 paid-up Ordinary Members, whichever is the greater

12.3.2 If within thirty minutes (30) of the time appointed a quorum of members is not present a meeting convened on request of members shall lapse.

13. VOTING

13.1 All voting shall be in person.

13.2 All members of the Association shall be entitled to exercise one (1) vote on any resolution or election at a meeting at which they are present and entitled to vote, provided that they have been a financial member of the Association for one (1) calendar month prior to the meeting.

13.3 At all Annual General Meetings and Special General Meetings, a resolution put to the vote shall be decided either by a ballot (in accordance with Section 24 of the Act) or by a show of hands, at the discretion of the Chairperson. Notwithstanding the foregoing, a ballot may be demanded during the meeting by a least six (6) members present at the meeting.

13.4 The Chairperson at any meeting shall have a deliberative vote and in the event of a tie, the status quo remains.

13.5 Persons with special interests or knowledge relevant to MWHCP may be invited to attend any Board Meeting, Annual General Meeting or Special General Meeting and speak at the discretion of the Chairperson, but such persons may not vote.

14. INDEMNITY

The Members of MWHCP and all office bearers and other members of the Board of MWHCP shall be kept indemnified by MWHCP against all costs, charges, levies, damages and expenses which they may incur or become liable to pay by reason of any act done by them in the discharge of their duties, and costs, damages and expenses incurred in any actions and proceedings whether civil or criminal provided that they have acted by direction and/or with the approval of the Board.

15. INSPECTION OF RECORDS OF THE ASSOCIATION

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

16. AMENDMENTS TO THE CONSTITUTION

16.1 This Constitution may be amended by a resolution assented to by seventy five percent (75%) of the total voting membership present at a Special General or Annual General Meeting of MWHCP provided that fourteen (14) days written notice of the proposed Amendment/s is given to all Members.

16.2 The Deputy Commissioner of Taxation for Western Australia will be advised of any Amendment to the Constitution.

17. DISSOLUTION

MWHCP may be dissolved by the votes of at least seventy five percent (75%) of the members of MWHCP recorded at a Special General Meeting called for such purpose.

18. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

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 any Incorporated Association with the same/similar Objects as MWHCP and which has rules prohibiting the distribution of its assets and income to its members.