

# MIDLAND WOMEN'S HEALTH CARE PLACE (Incorporated) CONSTITUTION

## 1. NAME

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

## 2. DEFINITIONS

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Wherever the expression **MWHCP** is used, it shall mean Midland Women's Health Care Place Incorporated, which is the incorporated Association to which these rules apply.

**Act** shall mean the Associations Incorporation Act (WA) 2015, as amended from time to time.

**The Board** shall mean the Board of Management of Midland Women's Health Care Place Incorporated.

**Commissioner** means the person for the time being designated as the Commissioner under section 153 of the Act.

The **Constitution** shall mean the laws of Midland Women's Health Care Place Incorporated as set out in this document.

**Executive Board Member** is an office bearer, either chairperson, vice-chairperson, treasurer or secretary.

**Financial year**, of the Association, has the meaning given in subrule 19.1.

**Annual / Special General Meeting**, of the Association, means a meeting of the Association that all members are entitled to receive notice of and to attend.

## 3. OBJECTS

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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 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

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- 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 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 is 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

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### 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 prescribed membership fee.

### 5.2 Ordinary Membership

5.2.1 Any person over the age of sixteen (16) years who meets the eligibility criteria as per rule 5.1, subject to ratification by the Board, may be accepted as an Ordinary member and have one voting right at a general meeting of the Association.

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

### 5.3 Associate Membership

Groups or institutions who agree to rule 5.1 may apply for Associate membership, 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 have 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 subrule 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.

## 5.8 Membership Fee

The Board determines the annual membership fee (if any) to be paid.

## 6. BOARD of MANAGEMENT

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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 before 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 a Chairperson, Vice-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 subrule 7.8 shall have the right to address any Board Meeting but shall have no right to vote at that meeting.
- 6.10 The Term of Office for a Board Member begins when the member – is elected at an annual general meeting or is nominated to fill a casual vacant position on the Board.

## 7. POWERS OF THE BOARD OF MANAGEMENT

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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 Objects above;
- 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

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### 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 Vice-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 Vice-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 electronic transfer 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 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. DISCIPLINARY ACTION, DISPUTES AND MEDIATION

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#### 9:1 Suspension or expulsion

9.1 The Board may decide to suspend a member's membership or to expel a member from the Association if —

- (a) the member contravenes any of these rules; or
- (b) the member acts detrimentally to the interests of the Association.

9.2 The secretary must give the member written a notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board

9.3 The notice given to the member must state —

- (a) when and where the Board meeting is to be held; and
- (b) the grounds on which the proposed suspension or expulsion is based; and
- (c) that the member, or the member's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;

9.4 At the Board meeting, the Board must —

- (a) give the member, or the member's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
- (b) give due consideration to any submissions so made; and
- (c) decide —
  - (i) whether or not to suspend the member's membership and, if the decision is to suspend the membership, the period of suspension; or
  - (ii) whether or not to expel the member from the Association.



- 9.5. A decision of the Board to suspend the member's membership or to expel the member from the Association takes immediate effect.
- 9.6 The Board must give the member written notice of the Board's decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.
- 9.7 A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under subrule (9.6), give written a notice to the secretary requesting the appointment of a mediator under rule 16.
- 9.8 If notice is given under subrule (9.7), the member who gives the notice and the Board are the parties to the mediation.

## 10. CONSEQUENCES OF SUSPENSION

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- 10.1 During the period a member's membership is suspended, the member-
  - (a) loses any rights (including voting rights) arising as a result of membership; and
  - (b) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- 10.2 When a member's membership is suspended, the secretary must record in the register of members —
  - (a) that the member's membership is suspended; and
  - (b) the date on which the suspension takes effect; and
  - (c) the period of the suspension.
- 10.3 When the period of the suspension ends, the secretary must record in the register of members that the member's membership is no longer suspended.

## 11. RESOLVING DISPUTES

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- 11.0 The grievance procedure applies to disputes —
  - (a) between members; or
  - (b) between one or more members and the Association.

## 12. PARTIES TO ATTEMPT TO RESOLVE DISPUTES

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- 12.0 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party.

### 13. HOW THE GRIEVANCE PROCEDURE IS STARTED

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- 13.1 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 12, any party to the dispute may start the grievance procedure by giving written notice to the secretary of —
- (a) the parties to the dispute; and
  - (b) the matters that are the subject of the dispute.
- 13.2 Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- 13.3 The secretary must give each party to the dispute written a notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- 13.4 The notice given to each party to the dispute must state —
- (a) when and where the Board meeting is to be held; and
  - (b) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- 13.5 If —
- (a) the dispute is between one or more members and the Association; and
  - (b) any party to the dispute gives written notice to the secretary stating that the party —
    - (i) does not agree to the dispute being determined by the Board; and
    - (ii) requests the appointment of a mediator under rule 16, the Board must not determine the dispute.

### 14. DETERMINATION OF DISPUTE BY BOARD

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- 14.1 At the Board meeting at which a dispute is to be considered and determined, the Board must —
- (a) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
  - (b) give due consideration to any submissions so made; and
  - (c) determine the dispute.
- 14.2 The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.

- 14.3 A party to the dispute may, within 14 days after receiving notice of the Boards determination under subrule 14.1 (C), give written a notice to the secretary requesting the appointment of a mediator under rule 13.
- 14.4 If notice is given under subrule 14.3, each party to the dispute is a party to the mediation.

## 15. APPLICATION OF DIVISION

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- 15.1 This Division applies if the written notice has been given to the secretary requesting the appointment of a mediator —
- (a) by a member under subrule 9.7; or
  - (b) by a party to a dispute under subrule 13.5(b)(ii) or subrule 14.3.
- 15.2 If this Division applies, a mediator must be chosen or appointed under rule 16.

## 16. APPOINTMENT OF MEDIATOR

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- 16.1 The mediator must be a person chosen —
- (a) if the appointment of a mediator was requested by a member under subrule 9.7, by agreement between the Member and the Board; or
  - (b) if the appointment of a mediator was requested by a party to a dispute.
- 16.2 If there is no agreement for subrule (9.1)(a) or (b), then, subject to subrules 9.3 and 9.4, the Board must appoint the mediator.
- 16.3 The person appointed as a mediator by the Board must be a person who acts as the mediator for another not-for-profit body, such as a community legal centre if the appointment of a mediator was requested by —
- (a) a member under subrule 9.7; or
  - (b) a party to a dispute under subrule 13.5 (b) (ii); or
  - (c) a party to a dispute under rule 14.3 and the dispute is between one or more members and the Association.
- 16.4 The person appointed as a mediator by the Board may be a member or former member of the Association but must not —
- (a) have a personal interest in the matter that is the subject of the mediation; or
  - (b) be biased in favour of or against any party to the mediation.

## 17. MEDIATION PROCESS

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- 17.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

- 17.2 Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.
- 17.3 In conducting the mediation, the mediator must —
- (a) give each party to the mediation every opportunity to be heard; and
  - (b) allow each party to the mediation to give due consideration to any written statement given by another party; and
  - (c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.
- 17.4 The mediator cannot determine the matter that is the subject of the mediation.
- 17.5 The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.
- 17.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.
- 17.7 If there is no resolution goes to the State Administrative Tribunal

## 18. IF MEDIATION RESULTS IN DECISION TO SUSPEND OR EXPEL BEING REVOKED

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- 18.0. If —
- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under subrule 9.7; and
  - (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked, that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

## 19. FINANCES

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- 19.1 The financial year of MWHCP shall be from July 1st to June 30th the following year.
- 19.2 Annual subscriptions shall fall due prior to the Annual General Meeting in every year.
- 19.3 The funds of MWHCP shall be lodged with such bank or society as determined by the Board from time to time.

- 19.4 MWHCP accounts and online banking are to be operable on any two of the four following signatories:

Chairperson  
Vice-Chairperson  
Treasurer  
Chief Executive Officer

## 20. COMMON SEAL

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- 20.1 MWHCP shall have a common seal on which shall be inscribed the full name of Midland Women's Health Care Place Incorporated and the words "Common Seal".
- 20.2 The Seal holder shall be the Chairperson, or Vice-Chairperson, or Secretary or Treasurer.
- 20.3 The common seal is securely stored.

## 21. MEETINGS

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### 21.1 Board of Management Meetings

- 21.1.1 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.
- 21.1.2 The Chairperson or any other two members of the Board shall have the authority to call a meeting of the Board.
- 21.1.3 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.

### 21.2 Use of technology to be present at a board of management meeting

- 21.2.1 The presence of a committee member at board of management meetings need not be by attendance in person but maybe by that committee member and each other committee member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- 21.2.2 A member who participates in a committee meeting as allowed under subrule (21.2.1) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

### 21.3 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 rule 22.1) 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.

### 21.4 Annual General Meeting

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

21.4.2 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.

### 21.5 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.

## 22. QUORUM

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### 22.1 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.

## 22.2 Quorum at all Annual General Meetings

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

22.2.2 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.

22.2.3 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.

## 22.3 Quorum at Special General Meetings

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

22.3.2 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.

## 23. VOTING

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23.1 All voting shall be in person.

23.2 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.

23.3 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 preceding, a ballot may be demanded during the meeting by a least six (6) members present at the meeting.

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

- 23.5 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.

## 24. PROXY

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- 24.1 An ordinary member may appoint an individual who is an ordinary member as his or her proxy to vote and speak on his or her behalf at a general meeting.
- 24.2 An ordinary member may be appointed the proxy for not more than five (5) other members.
- 24.3 The appointment of a proxy must be in writing and signed by the member making the appointment.
- 24.4 The member appointing the proxy may give specific directions as to how the proxy is to vote on his or her behalf.
- 24.5 If no instructions are given to the proxy, the proxy may vote on behalf of the member in any matter as the proxy sees fit.
- 24.6 If the Board has approved a form for the appointment of a proxy, the member may use that form or any other form — that identifies the person appointed as the member's proxy; and that has been signed by the member.
- 24.7 Notice of a general meeting given to an ordinary member must — state that the member may appoint an individual who is an ordinary member as a proxy for the meeting; and include a copy of any form that the Board has approved for the appointment of a proxy.
- 24.8 A form appointing a proxy must be given to the secretary before the commencement of the general meeting for which the proxy is appointed.
- 24.9 A form appointing a proxy sent by post or electronically is of no effect unless it is received by the Association not later than 24 hours before the commencement of the meeting.

## 25. USE of TECHNOLOGY to be present at GENERAL MEETINGS

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- 25.1 The presence of a member at a general meeting need not be by attendance in person but maybe by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.



- 25.2 A member who participates in a general meeting as allowed under subrule 25.1 is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.

## 26. INDEMNITY

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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.

## 27. INSPECTION OF RECORDS OF THE ASSOCIATION

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

## 28. AMENDMENTS TO THE CONSTITUTION

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- 28.1 This Constitution may be amended by a resolution assented to by seventy-five per cent (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.
- 28.2 The Commissioner of Consumer Protection for Western Australia will be advised of any Amendment to the Constitution.

## 29. DISSOLUTION

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

## 30. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF THE ASSOCIATION

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