

PENRITH WOMEN'S HEALTH CENTRE INCORPORATED

CONSTITUTION

2014

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Part 1 – Preliminary

Feminism

Whilst it is a broad philosophy, Penrith Women's Health Centre Inc particularly embraces the following principles:

- Feminism is based on the principles of choice and equality for all Women.
- Feminism aims to identify and reduce gender inequality by exposing and addressing the social, cultural, political and economic structures in society that lead to exploitation and oppression of Women.
- Feminism aims to promote the empowerment of Women through individual and collective action that enables all Women the capacity for self-determination and control of their own circumstances and lives

We welcome, respect and accept all Women who choose to use our service in a friendly and non-judgemental spirit.

Statement of Purpose

Penrith Women's Health Centre Inc provides a feminist health service run by Women for Women, ensuring accessibility without financial and cultural barriers, for Women in the Penrith region.

Objectives of the Association

- To identify the health needs of Women who live in the Penrith Region
- To provide a broad range of services, strategies and workplace environment within a feminist, social justice framework that addresses identified need.
- To provide services that focus on prevention and holistic care - provided by Women for Women.
- To ensure Women's self-determination regarding their health care.
- To provide medical and complimentary health treatments for Women which alleviate sickness and emotional distress caused by illness, injury, domestic and other forms of violence, social isolation, relationship problems and financial hardship.
- To provide counseling services for Women to alleviate the suffering and distress caused by domestic and other forms of violence, illness and injury, social isolation, relationship problems and financial hardship.
- To provide assistance to Women attending court for matters relating to domestic violence and sexual assault.
- To provide services to Women regardless of race, ethnicity, creed, sexuality, physical ability or age with priority focus on the needs of the more disadvantaged and marginalised Women/groups in the community.

- To work towards an integrated, coordinated approach with other non-government / government organisations in the provision of appropriate strategies and services for Women's well being.
- To be a key contributor to the social dialogue on the status of Women's health and wellbeing.
- To be an advocate for Women:
 - To advocate on behalf of Women in the relevant systems in which they participate;
 - To empower and support Women to advocate for themselves in these systems.
- To ensure effective community based governance and operational management of the association.
- To uphold a healthy work environment to ensure the wellbeing of workers to offer an effective delivery of service.

Principles of the Association

- The Association respects the dignity, rights and potential of all Women.
- The Association holds that every Woman has the right to experience optimum wellbeing and to control her own life and health care decisions.
- The Association's delivery of service is based on the understanding that health is determined within a broad social context: environmental, economic and biological factors – that Women's health needs can not be isolated from life circumstances.
- The Association holds that social inequality and discrimination have adverse affects on the wellbeing of Women in our society and it is therefore committed to working towards the elimination of all forms of social disadvantage.
- The Association is committed to a preventative, holistic approach to the health needs of Women which encompasses the whole of Women's life span and reflects Women's various roles in Australian society, not just their reproductive role.
- The Association promotes the participation of all Women in debate and decision making about health issues, their own health care and health service delivery.
- The Association holds that health promotion, disease prevention, equity of access to appropriate and affordable services and strengthening the primary health care system are necessary, along with high quality illness treatment services.

1. Definitions

(1) In this constitution:

Penrith Women's Health Centre Inc. is the name of the Association

Director-General means the;

- (a) the Commissioner for Fair Trading or
- (b) if there is no such position in the Department, the Director-General of the Department

the committee means the Management Committee of the Association.

ordinary committee member means a member of the committee who is not an office-bearer of the association.

president means:

- (a) the person holding office under this constitution as president of the association, or
- (b) if no such person holds that office - the public officer of the association.

secretary means:

- (a) the person holding office under this constitution as secretary of the association, or
- (b) if no such person holds that office - the public officer of the association.

treasurer means:

- (a) the person holding office under this constitution as treasurer of the association, or
- (b) if no such person holds that office - the public officer of the association.

Special general Meeting means a General Meeting of the association other than an Annual General Meeting.

the Act means the *Associations Incorporation Act 2009*.

the Regulation means the *Associations Incorporation Regulation 2010*.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Interpretation Act 1987* apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

Part 2 – Membership of the Association

1. Membership generally

- (1) A person is eligible to be a member of the association if:
 - (a) the person is a Woman who lives, works or studies in the Nepean/Blue Mountains region and its surrounds and who has read and accepts the objectives, principles and rules of Penrith Women’s Health Centre Constitution.
 - (b) the person has been nominated and approved for membership of the association in accordance with clause 2.

2. Nomination for membership

- (1) A nomination of a Woman for membership of the association:
 - (a) must be made by an existing Member of the Association in writing, in the form set out in Appendix 1 to this constitution, and
 - (b) must be lodged with the existing Secretary of the Association.
 - (c) must ensure the nominee pays (within the period of 28 days after receipt by the nominee of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The Secretary must, on payment by the nominee of the amounts referred to in subclause (1) (c) within the period referred to in that provision, enter or cause to be entered the nominee’s name in the Register of Members and, on the name being so entered, the nominee becomes a Member of the Association.

3. Cessation of Membership

A Woman ceases to be a Member of the Association if she:

- (a) dies, or
- (b) resigns membership, or
- (c) is expelled from the Association, or
- (d) fails to pay the annual membership fee under clause 7 (2) within three (3) months after the fee is due.

4. Membership entitlements not transferable

A right, privilege or obligation which a Woman has by reason of being a Member of the Association:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person’s membership.

5. Resignation of membership

- (1) A Member of the Association may resign from membership of the Association by first giving to the Secretary written notice of at least two weeks (or such other period as the committee may determine) of the member’s intention to resign and, on the expiration of the period of notice, the member ceases to be a member.

- (2) If a Member of the Association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

6. Register of members

- (1) The Secretary of the Association must establish and maintain a register of Members of the Association specifying the name and postal, workplace or residential address of each person who is a Member of the Association together with the date on which the person became a member.
- (2) The Register of Members must be kept in New South Wales:
 - (a) at the main premises of the Association, or
 - (b) if the Association has no premises, at the Association's official address.
- (3) The Register of Members (with suppressed addresses) must be open for inspection, free of charge, by any Member of the Association at any reasonable hour.
- (4) A Member of the Association may obtain a copy of the register (with suppressed addresses) on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the Register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the Association or other material relating to the Association, or
 - (b) any other purpose necessary to comply with a requirement of the Act or the Regulation.

7. Fees and subscriptions

- (1) A Member of the Association must, on admission to membership, pay to the Association a fee of \$1 or, if some other amount is determined by the committee, that other amount.
- (2) In addition to any amount payable by the member under subclause (1), a Member of the Association must pay to the Association an annual membership fee of \$1 or, if some other amount is determined by the Committee, that other amount:
 - (a) except as provided by paragraph (b), at or within 30 days of the Annual General Meeting, or
 - (b) if the member becomes a member after the Annual General Meeting, on becoming a member.

8. Members' liabilities

The liability of a Member of the Association to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership fees and subscriptions of the Association as required by clause 7.

9. Resolution of disputes

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

10. Disciplining of members

- (1) A complaint may be made to the Committee by any person that a Member of the Association:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial to the interests of the Association.
- (2) The Committee may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the committee decides to deal with the complaint, they:
 - (a) must cause notice of the complaint to be served on the member concerned, and
 - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the committee in connection with the complaint, and
 - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The committee may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the committee expels or suspends a member, the secretary must, within seven (7) days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the committee for having taken that action and of the member's right of appeal under clause 11.
- (6) The expulsion or suspension does not take effect:

- (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
- (b) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 11, whichever is the later.

11. Right of appeal of disciplined member

- (1) A member may appeal to the Association in General Meeting against a resolution of the Committee under clause 10, within seven (7) days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the Committee, in writing, which is to convene a Special General Meeting of the Association to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a Special General Meeting of the Association convened under subclause (3):
 - (a) no business other than the question of the appeal is to be transacted, and
 - (b) the Committee and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by Members of the Association.

Part 3 - The Committee

12. Responsibilities of the Committee

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the Association in General Meeting, the Committee:

- (a) is to manage the affairs of the Association, and
- (b) may exercise all such functions as may be exercised by the Association, other than those functions that are required by this Constitution to be exercised by a General Meeting of members of the Association, and
- (c) has power to perform all such acts and do all such things as appear to the Committee to be necessary or desirable for the proper management of the affairs of the Association.

13. Composition and membership of committee

- (1) The Committee is to consist of:
 - (a) the Office-Bearers of the Association, and
 - (b) Ordinary Committee Members, each of whom is:
 - (i) to be elected at the Annual General Meeting of the Association under clause 14. or;
 - (ii) approved by the standing Committee at any time during the year, after written application, signed by 2 Members of the Association, accompanied by the written consent of the candidate.
- (2) The total number of Committee Members is to be 7.
- (3) The Office-Bearers of the Association are as follows:
 - (a) the President,
 - (b) the Treasurer,
 - (c) the Secretary.
- (4) A Committee Member may only hold one office and only for a maximum of 3 years
- (5) Each member of the Committee is, subject to this Constitution, to hold office until the conclusion of the Annual General Meeting following the date of the member's election, but is eligible for re-election.
- (6) Members of the Association are ineligible for membership of the Committee if:
 - (a) they are a client that has accessed the services provided by Penrith Women's Health Centre Inc within the preceding 12 months;
 - (b) they access the services provided by Penrith Women's Health Centre Inc whilst on the Management Committee;
 - (c) they are a current worker or have been a worker within the previous 12 months of Penrith Women's Health Centre Inc.

14. Election of committee members

- (1) Nominations of candidates for election as Office-Bearers of the Association or as Ordinary Committee Members:
 - (a) must be made in writing, signed by 2 Members of the Association and accompanied by the written consent of the candidate, in the form set out in Appendix 2 to this Constitution, and
 - (b) must be delivered to the Secretary of the Association no later than 7 working days before the date fixed for the holding of the Annual General Meeting at which the election is to take place, or
 - (c) can be delivered to the Secretary of the Association at any time during the year and she will then submit the application to the standing Committee for consideration at the next meeting of the Committee.
- (2) If insufficient nominations are received to fill all vacancies on the Committee, the candidates nominated are taken to be elected and further nominations are to be received at the Annual General Meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the Committee are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of Office-Bearers and Ordinary Committee Members of the Committee is to be conducted at the Annual General Meeting in such usual and proper manner as the Committee may direct.
- (7) A person nominated as a candidate for election as an Office-Bearer or as an Ordinary Committee Member of the Association must be a Member of the Association.

15. Role of the President

- (1) It is the duty of the President of the Association to:
 - (a) In collaboration with the PWHC Manager and Secretary of the MC, note issues for the next Management Committee agenda and develop a prioritised agenda.
 - (b) Sign the minutes of Management Committee meetings after they have been confirmed as an accurate record of the previous meeting.
 - (c) Facilitate the MC meeting through the agenda, keeping discussion relevant and decision making clear.
 - (d) Ensure all Management Committee meetings, as well as other Association Meetings, are run in accordance with the Constitution.
- (2) Prepare a report for the Annual General Meeting in collaboration with the PWHC Manager as well as reports to the MC meetings as relevant.
- (3) Act as the spokesperson for the MC and/or PWHC in public forums where necessary.

16. Role of the Secretary

- (1) The Secretary of the Association must, as soon as practicable after being appointed as Secretary, lodge notice with the association of her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) all appointments of Office-Bearers and Members of the Committee, and
 - (b) the names of members of the Committee present at a committee meeting or a general meeting, and
 - (c) all proceedings at committee meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the President of the meeting or by the President of the next succeeding meeting.

17. Role of the Treasurer

It is the duty of the Treasurer of the Association to ensure:

- (a) that all money due to the Association is collected and received and that all payments authorised by the Association are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the Association, including full details of all receipts and expenditure connected with the activities of the Association.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the Membership of the Committee, the Committee may appoint a Member of the Association to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the conclusion of the Annual General Meeting next following the date of the appointment.
- (2) A casual vacancy in the Office of a Member of the Committee occurs if the member:
 - (a) dies, or
 - (b) ceases to be a Member of the Association, or
 - (c) becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
 - (d) resigns office by notice in writing given to the Secretary, or
 - (e) is removed from office under clause 19, or
 - (f) becomes a mentally incapacitated person, or
 - (g) is absent without the consent of the Committee from three (3) consecutive meetings of the Committee, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
 - (i) is prohibited from being a Director of a Company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

- (3) All casual vacancies must be advertised to all existing Members of the Association within 30 days of the position becoming vacant.

19. Removal of committee members

- (1) The Association in a Special General Meeting may by resolution remove any member of the committee from the Office of Member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a Member of the Committee to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or President (not exceeding a reasonable length) and requests that the representations be notified to the Members of the Association, the Secretary or the President may send a copy of the representations to each Member of the Association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Committee Meetings and Quorum

- (1) A Committee Meeting must be held a minimum of 8 times in each period of 12 months at such place and time as the Committee may determine.
- (2) Additional meetings of the Committee may be convened by the President or by any Member of the Committee.
- (3) Oral or written notice of a Meeting of the Committee must be given by the Secretary to each member of the Committee at least 48 hours (or such other period as may be unanimously agreed on by the Members of the Committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Committee Members present at the meeting agree to treat as urgent business.
- (5) Any 3 members of the Committee constitute a quorum for the transaction of the business of a meeting of the Committee.
- (6) No business is to be transacted by the Committee 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 is to stand adjourned to the same place and at the same hour of the same day in the following month.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a Meeting of the Committee:
 - (a) the President, or in the absence of the President the Secretary, will preside as chairperson of the meetings.
 - (b) if she is unwilling or absent, then the members present will elect one of the members present to preside as Chairperson for that meeting.

21. Delegation by Committee to Sub-Committee

- (1) The Committee may delegate, by instrument in writing, to one or more sub-committees (consisting of such members of the Management Committee) the exercise of the functions of the Committee as specified in the instrument, other than:
 - (a) this power of delegation, and
 - (b) a function which is a duty imposed on the Committee by the Act or by any other law.
- (2) A function delegated to a Sub-Committee under this clause may, while the delegation remains unrevoked, be exercised in an ongoing capacity by the Sub-Committee in accordance with the terms of the instrument of delegation.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.
- (4) Despite any delegation under this clause, the Committee may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a Sub-Committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Management Committee.
- (6) The Committee may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A Sub-Committee may meet and adjourn as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a Meeting of the Committee or of any Sub-Committee appointed by the Committee are to be determined by a majority of the votes of members of the Committee or Sub-Committee present at the meeting.
- (2) Each member present at a meeting of the Committee or of any Sub-Committee appointed by the Committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 20 (5), the committee may act despite any vacancy on the Committee.

Part 4 - General Meetings

23. Annual General Meetings - holding of

- (1) The Association must hold its first Annual General Meeting within 18 months after its registration under the Act.
- (2) The Association must hold its Annual General Meetings:
 - (a) within 6 months after the close of the Association's financial year, or
 - (b) within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual General Meetings - calling of and business at

- (1) The Annual General Meeting of the Association is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Committee thinks fit.
- (2) In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting is to include the following:
 - (a) to confirm the minutes of the last preceding Annual General Meeting and of any Special General Meeting held since that meeting,
 - (b) to receive from the Committee reports on the activities of the Association during the last preceding financial year,
 - (c) to elect Office-Bearers of the Association and Ordinary Committee Members,
 - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An Annual General Meeting must be specified as such in the notice convening it and such notice must be given to members and stakeholders of the Association 30 days prior to the date of the Annual General Meeting.

25. Special General Meetings - calling of

- (1) The Committee may, whenever it thinks fit, convene a Special General Meeting of the Association.
- (2) The Committee must, on the requisition in writing of at least 5 per cent of the total number of Members of the Association, convene a Special General Meeting of the Association.
- (3) A requisition of Members for a Special General Meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary, and
 - (d) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Committee fails to convene a Special General Meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a Special General Meeting to be held not later than 3 months after that date.

- (5) A Special General Meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the Committee.

26. Notice of General Meetings

- (1) The Secretary must, at least 14 days before the date fixed for the holding of the General Meeting, give notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Association, the Secretary must, at least 21 days before the date fixed for the holding of the General Meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a General Meeting is to be transacted at the meeting except, in the case of an Annual General Meeting, business which may be transacted under clause 24 (2).
- (4) A Member of the Association desiring to bring any business before a General Meeting may give notice in writing of that business to the Secretary who must include that business in the next notice calling a General Meeting given after receipt of the notice from the member.

27. Quorum for General Meetings

- (1) No item of business is to be transacted at a General Meeting unless a quorum of Members of the Association entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Five members present (being members entitled under this Constitution to vote at a General Meeting) constitute a quorum for the transaction of the business of a General Meeting.
- (3) If within half an hour after the appointed time for the commencement of a general Meeting a quorum is not present, the meeting:
 - (a) if convened on the requisition of members, is to be dissolved, and
 - (b) in any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

28. Presiding member

The President, or if the President is absent the Secretary, will preside as Chairperson at the General Meeting. If she is unwilling or absent then the members present must elect one of the present Members of the Association to preside as Chairperson at the meeting.

29. Adjournment

- (1) The Chairperson of a General Meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a General Meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each Member of the Association stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- (1) A question arising at a General Meeting of the Association is to be determined by either:
 - (a) a show of hands, or
 - (b) if on the motion of the Chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the Chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the Association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Chairperson.

31. Special resolutions

A Special Resolution may only be passed by the Association in accordance with section 39 of the Act.

32. Voting

- (1) On any question arising at a General Meeting of the Association a member has one vote only.
- (2) In the case of an equality of votes on a question at a General Meeting, the Chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any General Meeting of the Association unless all money due and payable by the member to the Association has been paid.
- (4) A member is not entitled to vote at any General Meeting of the Association if the member is under 18 years of age.

33. Proxy votes not permitted

Proxy voting will not be undertaken at or in respect of any meetings of the Association.

34. Postal ballots

Postal voting will not be undertaken at or in respect of any meetings of the Association.

Part 5 - Miscellaneous

35. Insurance

The Association will effect and maintain adequate Public Liability and appropriate Professional Indemnity or other insurance to cover and protect the Management Committee and Members of the Association.

36. Funds - source

- (1) The funds of the Association are to be derived from grants, service fees, interest and annual subscriptions of members, donations and, subject to any resolution passed by the Association in General Meeting, such other sources as the Committee determines.
- (2) All money received by the Association must be deposited as soon as practicable and without deduction to the credit of the Association's bank or other authorised deposit-taking institution account.
- (3) The Association must, as soon as practicable after receiving any money, issue an appropriate receipt – where appropriate.

37. Funds - management

- (1) Subject to any resolution passed by the Association in General Meeting, the funds of the Association are to be used in pursuance of the objects of the Association in such manner as the Committee determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by any 2 members of the Committee or employees of the Association, being members or employees authorised to do so by the Committee.

38. Change of name, objects and constitution

An application to the Director-General for registration of a change in the Association's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Secretary or a Committee Member.

39. Custody of books etc

Except as otherwise provided by this Constitution, the Secretary must keep in her control, all records, books and other documents relating to the Association.

40. Inspection of books etc

- (1) The following documents must be open to inspection, free of charge, by a Member of the Association at any reasonable hour, subject to clause 6:
 - (a) records, books and other financial documents of the association,
 - (b) this Constitution,

- (c) minutes of all Committee Meetings and General Meetings of the Association.
- (2) A member of the Association may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied, subject to clause 6.

41. Service of notices

- (1) For the purpose of this constitution, a notice may be served on or given to a person:
 - (a) by delivering it to the person personally, or
 - (b) by sending it by pre-paid post to the address of the person, or
 - (c) by sending it by facsimile transmission or email to an address specified by the person for giving or serving the notice.
- (2) For the purpose of this constitution, a notice is taken, unless the contrary is proved, to have been given or served:
 - (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
 - (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
 - (c) in the case of a notice sent by facsimile transmission or email, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

42. Financial year

The financial year of the Association is:

- (a) the period of time commencing on the date of Incorporation of the Association and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of the Association, commencing on 1 July and ending on the following 30 June.

43. Non-Profit

Subject to the requirement of the Incorporated Associations Act;

- (a) The income and property of the Association however derived shall be applied solely towards the promotion of the aims and objectives of the Association.
- (b) No portion of this income shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of profit, to the Members of the Association provided that nothing contained in this Constitution shall prevent:
 - i. The payment in good faith of remuneration to any officer or employee of the association, or to any Member of the Association, or payment to any other person in return of goods or services actually provided and/or rendered to the Association;
 - ii. The payment of interest at a rate not exceeding the business line of credit interest rate published by any of the major Banks;

- iii. The payment of rent or return for the premises demised or licensed by any member of the association.

44. Deductible Gift Recipient

The Association may hold and maintain a Gift Fund within the meaning of the Commonwealth taxation Act. In the event the association operates a Gift Fund it will meet the requirement for the operation of a Gift Fund as prescribed by the Commonwealth Taxation Act.

At the first occurrence of the winding up of the Gift Fund, or the Association ceasing to be a Deductible Gift Recipient, as defined in the Commonwealth Taxation Act any surplus assets of the Gift Fund will be transferred to one or more gift recipients as approved by the Australian Taxation Office.

45. Charitable Fundraising Authority

In the event the Association holds a Charitable Fundraising Authority it will comply with the requirements of the Charitable Fundraising Act 1991 to ensure that it is eligible to hold and maintain a Charitable Fundraising Authority.

46. Winding-up of the Association

Subject to the requirement of the Incorporated Associations Act and approval by the Director-General:

- (a) in the event of the winding-up of the Association, any surplus funds after the repayment of debts will be returned to the funding bodies as per funding agreements.
- (b) in the event of the winding-up of the Association, any surplus property after the repayment of debts for the Association, shall be directed to another Association or organisation who is a Public Benevolent Institution within the meaning of the Commonwealth Taxation Act and is “like minded” or has similar aims and objectives to the Association.

APPENDIX I Application for Membership of the Association

Penrith Women's Health Centre INC.
Application for Membership of the Association
(Block letters please)

Applicant:

I, _____
First name Surname

from _____ hereby apply to become a member of Penrith Women's Health Centre. In the event of my admission as a member, I agree to uphold the Vision and Principles of Penrith Women's Health Centre and to adhere to its Constitution and Policies by which it is governed.

Occupation:

Home address:

Email _____

Phone Numbers (W) _____ mobile _____ (H) _____

Date: _____ Signature of Applicant _____

I have paid the membership fee of \$1

Receipt has been issued

Nominator:

I, _____
First name Surname

as a member of the Association, nominate the above applicant for membership within Penrith Women's Health Centre INC.

Date: _____ Signature of Nominator _____

Second:

I, _____
First name Surname

as a member of the Association, second the above applicant for membership within Penrith Women's Health Centre INC.

Date: _____ Signature of Nominator _____

APPENDIX II Application for election to the Committee of the Association

Penrith Women's Health Centre Inc.
MANAGEMENT COMMITTEE NOMINATION FORM

(Block letters please)

Nomination:

We the undersigned Proposers, as current Members of the Association wish to nominate
Name of Nominee

Name First name Surname
Nominee's Workplace Organisation

Work Postal Address

Home Address _____

Contact Details: Mobile _____ Workplace
Phone: _____
Email: _____

Proposer:

Name of Proposer: _____

First name Surname
Organisation _____
Home address _____

Date _____ Signature _____

Secunder:

Name of Proposer: _____

First name Surname
Organisation _____
Home address _____

Date _____ Signature _____

Acceptance of Nomination:

By Management Committee at Management Meeting dated _____

By Endorsement at AGM
dated _____