

Western Australian Council of Social Service  
Incorporated

## **CONSTITUTION**

Annual General Meeting  
27<sup>th</sup> October 2017

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## **PART 1 - PRELIMINARY**

### **Recognition of Aboriginal people**

WACOSS honours the Aboriginal and Torres Strait Islander peoples, the First Australians, whose lands, winds and waters we all now share; and we pay tribute to their unique values, and their ancient and enduring cultures, which deepen and enrich the life of our community.

We recognise that Aboriginal peoples, as the traditional custodians and occupants of the lands in Western Australia:

- (a) have a spiritual, social, cultural and economic relationship with their traditional lands and waters, and
- (b) have made and continue to make a unique and lasting contribution to the identity and well-being of Western Australia.

### **1. NAME**

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The name of the Association is the Western Australian Council of Social Service Incorporated (hereafter referred to as "the Council")

### **2. DEFINITIONS AND INTERPRETATIONS**

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#### **2.1 Definitions**

In this Constitution, unless a contrary intention appears:

**'Act'** means the Associations Incorporation Act 1987, (Western Australia) or any statutory modification, amendment or re-enactment thereof;

**'Additional Board Member'** means a member of the Board appointed under clause 15.6;

**'Address'** may refer to a residential, postal or email address;

**'Annual General Meeting'** means a meeting of the Members called pursuant to clause 21;

**'Associate Individual Member'** means a Member that is a natural person who is not employed by a Social Service Organisation;

**'Associate Organisation Member'** means a Member that is a body (whether incorporated or unincorporated) that is not a Social Service Organisation;

**'Associate Member'** means:

- (a) an Associate Individual Member; and

(b) an Associate Organisation Member;

**'Authorised Representative'** means in respect of an Organisation Member a person that is authorised by that Organisation Member and is:

(a) a member of the Organisation Member's board, committee, council or governing body; or

(b) an employee of the Organisation Member;

(c) a member of the Organisation Member; or

(d) a person that provides voluntary services to the Organisation Member;

**'Board'** means the governing committee of the Council established under and referred to in clause 15;

**'Board Meeting'** means a meeting of Board Members;

**'Board Member'** means a member of the Board;

**'Chief Executive Officer'** means the person appointed as chief executive officer pursuant to clause 20.1;

**'Council'** means the Western Australian Council of Social Service Inc;

**'General Meeting'** means a meeting of the Members called pursuant to clause 22.1;

**'Honorary Life Member'** means a Member that is a person appointed by the Board as an Honorary Life Member on account of that person's outstanding service to the community or other special qualifications recognised by the Board;

**'Individual Member'** means a Member that is an:

(a) Associate Individual Member; or

(b) Social Service Individual Member;

**'Member'** means any member of the Council as defined in clause 6;

**'Month'** means calendar month;

**'Objects'** mean the objects of the Council set out in clause 3 as amended from time to time;

**'Ordinary Board Member'** means a Board Member who is not the President or Vice-President;

**'Organisation Member'** means a Member that is a:

- (a) Social Service Organisation; or
- (b) Associate Organisation Member;

**'President'** means the president of the Board;

**'Register'** means the register of Members kept pursuant to the Constitution;

**'Social Service Individual Member'** means a Member that is a natural person who is employed by or affiliated with a Social Service Organisation;

**'Social Service Organisation'** means a non-government society, association, board, service fund or other body whether incorporated or unincorporated which is engaged in some form of social service;

**'Social Service Organisation Member'** means a Member who is a Social Service Organisation;

**'Special General Meeting'** means a meeting of the Members called pursuant to clause 22.2.

**'Special Resolution'** means a resolution passed by a majority of not less than three-fourths of the members of the Council who are entitled under the Constitution to vote in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution is given in accordance with this Constitution.

**'Vice-President'** means the vice-president of the Board.

## 2.2 Interpretation

The following rules of interpretation apply unless the context requires otherwise:

- (a) words defined in the Act shall have the meanings so defined.
- (b) words importing the singular number include the plural and vice versa.
- (c) headings are for convenience only and do not affect interpretation;
- (d) a gender includes all genders;

- (e) where a word is defined, its other grammatical forms have a corresponding meaning;
- (f) a reference to a paragraph or sub-paragraph is to a paragraph or sub-paragraph of this Constitution;
- (g) a reference to any legislation or subsidiary legislation or to any provisions of any legislation or subsidiary legislation includes any modification or re-enactment of it and any legislative provisions substituted for it, and all regulations and statutory instruments issued under it; and
- (h) words importing persons shall include firms, companies, corporations and organisations whether incorporated or not.

## **PART II - OBJECTS AND POWERS**

### **3. OBJECTS**

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#### 3.1 The Objects and purpose -

- 3.1.1 The Council is established to be a charity whose purposes are to advance social or public welfare and other purposes beneficial to the general public;

By undertaking activities which include:

- (a) contributing to the relief of poverty, sickness and other misfortune and to the promotion of the wellbeing of individuals, groups and communities who are disadvantaged and vulnerable either socially, physically, intellectually, economically or emotionally (hereinafter collectively referred to as “**Social Welfare**”);
- (b) promotion of Social Welfare in Western Australia by influencing social and economic policy through partnerships, research, education and advocacy;
- (c) assisting organisations and other charities within the community services sector to provide benevolent relief services to disadvantaged and vulnerable individuals and groups within the community and to promote Social Welfare;
- (d) advocating for all residents of Western Australia to have access to services and resources which have a positive impact on Social Welfare;
- (e) carrying out programs designed to contribute to the promotion of Social Welfare;

- (f) representing the views and needs of disadvantaged and vulnerable individuals and groups to all levels of the government and non-government sector, the media and the general public in relation to social policies, community services planning and service delivery issues;
- (g) advocating for a united Australia which respects this land of ours, values Aboriginal and Torres Strait Islander heritage and provides justice and equity for all; and

doing all acts and things that are incidental or conducive to the attainment of these objects.

- 3.2 To work in partnership with networks across Australia to address social disadvantage, to promote social welfare and to represent non government organisations to State and Federal Governments in the creation of public policy.

#### **4. POWERS**

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- (a) The Council shall have all of the rights and powers of an association incorporated under the Act.
- (b) Not limiting the generality of clause 4(a) the Council has the power to:
  - (i) purchase, receive, take up or otherwise acquire and hold and to sell, exchange, deal with, manage, develop, turn to account and dispose of any real or personal property of any kind whether situated in Western Australia or elsewhere;
  - (ii) erect, maintain, repair or alter any building or other improvement on or to land for the time being belonging to or occupied by the Council;
  - (iii) draw, make, accept, endorse, discount, execute and issue bills of exchange, promissory notes, warrants and other negotiable instruments;
  - (iv) borrow and raise money for any of the Objects from any person including a Member and to secure the payment thereof by mortgage of, charge on or debenture over all or any of the property of the Council or any other lawful manner;
  - (v) invest any of the moneys or funds of the Council that are not immediately needed in any investments as may from time to time be determined;



- (vi) appoint, engage, supervise, control, suspend and dismiss officers and employees;
- (vii) compromise and settle any claim or action and enter into submissions or arbitration;
- (viii) enter into any contract of insurance the Council thinks fit;
- (ix) receive property by gift inter vivos or by Will or under the provisions of any trust or trusts or otherwise from any person and to hold the same for the Objects and to administer the same under the provisions hereof;
- (x) open any account or accounts with any bank or banks or other financial institutions and to operate by and in all usual ways any such account or accounts;
- (xi) purchase, acquire and undertake all or any part of the property, assets, liabilities and engagements of any association/organisation with which the Council may at any time become amalgamated;
- (xii) distribute any lawfully acquired money or other resources to other social welfare organisations for the purpose of furthering the Objects of this Constitution in such manner as it sees fit;
- (xiii) establish and support, or aid in the establishment or support, of any other association formed for any of the Objects; and
- (xiv) generally do any other act, matter or thing or enter into any agreement or arrangement that is incidental to or conducive to the attainment of any of the Objects of the Council.

## **5. INCOME AND PROPERTY**

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The income and property of the Council shall be applied solely to or towards the promotion of its Objects and no part thereof shall be paid or transferred, directly or indirectly, by way of dividend, bonus or otherwise by way of pecuniary profit to the Members, but nothing herein contained prevents:-

- (a) the payment in good faith of remuneration to any officer, employee or agent of the Council or other person in return for the services actually rendered to the Council;
- (b) the payment of interest at a rate not exceeding that charged by the bank for the time being of the Council on overdraft accommodation of the same amount on any money lent by a Member to the Council;

- (c) the payment of a reasonable and proper rent for premises leased or let by a Member to the Council;
- (d) the repayment of out of pocket expenses incurred by a Member or Board Member or other authorised person on behalf of the Council.

## **PART III - MEMBERSHIP**

### **6. MEMBERSHIP CLASSES**

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There are five classes of membership of the Council:-

- (a) Social Service Organisation Member; and
- (b) Social Service Individual Member; and
- (c) Associate Organisation Member; and
- (d) Associate Individual Members; and
- (e) Honorary Life Member.

### **7. REGISTER OF MEMBERS**

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#### **7.1 Register of Members**

- (a) The Chief Executive Officer, or their delegate, must maintain a register of Members and make sure that the Register is up to date.
- (b) The Register must contain:
  - (i) the full name of each Member;
  - (ii) a contact postal, residential or email address of each Member;
  - (iii) the class of membership held by the Member; and
  - (iv) the date on which the person became a Member;
- (c) Any change in membership of the Association must be recorded in the Register within 28 days after the change occurs.
- (d) The Register must be kept and maintained at the Council's registered office.

#### **7.2 Inspecting the Register**

- (a) Any Member is able to inspect the Register free of charge, at such time and place as is mutually convenient to the Council and the Member.
- (b) A Member must contact the Council to request to inspect the Register.
- (c) The Member may make a copy of details from the Register but has no right to remove the Register for that purpose.

### **7.3 Copy of the Register**

- (a) A Member may make a request in writing for a copy of the Register.
- (b) The Board may require a Member who requests a copy of the Register to provide a statutory declaration setting out the purpose of the request and declaring that the purpose is connected with the affairs of the Council.
- (c) The Council may charge a reasonable fee to the Member for providing a copy of the Register, the amount to be determined by the Board from time to time.

### **7.4 When Using the Information in the Register is Prohibited**

A Member must not use or disclose the information on the Register:

- (a) to gain access to information that a Member has deliberately denied them (that is, in the case of social, family or legal differences or disputes);
- (b) to contact, send material to the Council or a Member for the purpose of advertising for political, religious, charitable or commercial purposes unless the use of the information is approved by the Board, or
- (c) for any other purpose unless the purpose:
  - (i) is directly connected with the affairs of the Council; or
  - (ii) relates to the provision of information to the Commissioner in accordance with a requirement of the Act.

## **8. ADMISSION OF NEW MEMBERS**

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- 8.1 Any person or organisation that supports the Objects of the Council is eligible to nominate to become a member, under one of the classes specified in clause 6.
- 8.2 Any two Members may nominate any person, organisation or corporate body for membership, such nomination to be in writing and to specify the class of membership to which the nominee is to be elected and be directed to the Board.
- 8.3 In the case of a nomination from an Organisation Member or any other nominee that is not a natural person, such nomination must be made by the Appointed Representative of the organisation or institution.
- 8.4 The Board, by a majority vote of those present, may accept or reject any nomination for membership to any class of membership without any obligation to give any reasons for such acceptance or rejection and if accepted, the

nominee will become a Member of the class of Members specified in the nomination and the Chief Executive Officer shall thereupon cause the name and address of the elected Member to be added to the Register.

- 8.5 If the Board rejects a nomination for membership the nominators (if they both agree) may appeal to the next General Meeting and that meeting may resolve to affirm or overturn the decision of the Board. If the decision of the Board is overturned the nominee will become a Member of the class of membership specified in the original nomination.
- 8.6 The Board may, upon the vote of a majority present at any Board Meeting, resolve to invite any natural person to be an Honorary Life Member.
- 8.7 Staff employed by the Council are not entitled to be Members and the membership of any person will immediately terminate upon employment by the Council.

## **9. MEMBERSHIP ENTITLEMENTS NOT TRANSFERABLE**

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

- (a) is not capable of being transferred or transmitted to another person; and
- (b) terminates upon cessation of the Member's membership.

## **10. CESSATION OF MEMBERSHIP**

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A Member ceases to be a Member of the Council if:

- (a) the Member is an Organisation Member, and the Member's organisation or institution is wound up; or
- (b) the Member resigns from membership of the Council pursuant to clause 11; or
- (c) the Member's membership is terminated pursuant to clause 14; or
- (d) the Member's membership fees are not paid.

## **11. RESIGNATION OF MEMBERSHIP**

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- 11.1 A Member is not entitled to resign from membership of the Council except in accordance with this clause 11.

- 11.2 A Member who has paid all amounts payable by the Member to the Council may resign from membership of the Council by first giving written notice of not less than 29 days (or, if the Members in General Meeting have determined a shorter notice period, that shorter period) in writing to the Chief Executive Officer of the Member's intention to resign and, upon the expiration of the period of notice, the Member shall cease to be a Member.
- 11.3 A Member who has given notice of intention to resign under clause 11.2, may revoke such resignation in writing at any time prior to the expiry of that notice period.
- 11.4 Where a Member ceases to be a Member, the Chief Executive Officer or their authorised representative shall make an appropriate entry in the Register, recording the date on which the Member ceased to be a Member.

## **12. JOINING FEE, ANNUAL FEES ETC.**

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- 12.1 A joining fee may be payable upon application for membership to the Council. The joining fee shall be an amount determined by the Board from time to time and payable together with the first annual fee due immediately upon election as a Member of the Council.
- 12.2 The annual fee payable by each class of Member shall be the amount prescribed from time to time by the Board and shall be due and payable on or before the first day of July in each year.
- 12.3 A Member whose current annual fees remain unpaid after the 1st day of August in any year shall be deemed to no longer be a Member and thereupon shall not be entitled to vote at any General Meeting or hold office as a Board Member until six weeks after the date of payment of the annual fee.

## **13. MEMBER'S LIABILITIES**

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The liability of a Member to contribute towards the payment of the debts and liabilities of the Council or the costs, charges and expenses of the winding up of the Council is limited to the amount, if any, of unpaid annual fees payable by the Member.

## **14. TERMINATION OF MEMBERSHIP**

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- 14.1 The Board may, by two a thirds majority of those present and voting at a Board meeting, suspend or terminate the membership of any Member.
- 14.2 The Board shall give notice in writing to the Member, stating the grounds for the proposed suspension or termination and shall provide a reasonable

opportunity to the Member of being heard at the Board meeting at which the decision is to be made.

- 14.3 A Member whose membership is terminated or suspended may, within one Month of termination or suspension, appeal to a Special General Meeting.
- 14.4 The Board shall call a Special General Meeting within one Month of receipt of a notice of an appeal under Clause 14.3.
- 14.5 At the Special General Meeting the Members, by a majority vote shall decide whether such termination or suspension of membership shall be confirmed or lifted and may impose such conditions as they deems fit on the Member as a condition of reversal of the decision of the Board.

## **PART IV - BOARD AND CHIEF EXECUTIVE OFFICER**

### **15. BOARD**

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#### **15.1 GENERAL RESPONSIBILITIES OF THE BOARD**

The Board is the governing body of the Council and is responsible for:

- (a) attaining of the Objects; and
- (b) the formulation and determination of policy; and
- (c) the general organisation and direction of the Council; and
- (d) representation of the interests of the Members and their client groups;

provided that it's primary function is to determine matters of principle and of policy, and not to take part in matters of detailed day to day management of the Council.

#### **15.2 FUNCTIONS OF THE BOARD**

The specific functions of the Board include but are not limited to:

- (a) determining, subject to, and/or in accordance with, the constituent documents of the Council, the broad nature of the business or activities in which the Council is to engage including:
  - (i) formulation and adoption of new policies;
  - (ii) termination of existing policy;
  - (iii) dealing with constitutional matters;
  - (iv) holding periodic meetings to control the affairs of the Council;
  - (v) reporting to each Annual General Meeting;
- (b) establishing policy and planning for the future of the Council within the Objects, including:
  - (i) determining and overseeing policy direction;
  - (ii) formulating and monitoring the achievement of the mission and Objects;
  - (iii) planning for the future; and



- (iv) authorising the Council's corporate plans, funding application documents and ensure that funding contracts are fulfilled.
- (c) providing the organisational structure and resources, including human resources, necessary for the purpose of carrying on the Council's office activities, including:
  - (i) appointing a Chief Executive Officer to run the Council and to operate as the management arm of the Board;
  - (ii) obtaining financial resources and approving and monitoring budgets, including joining fees and annual fees;
  - (iii) approving the purchase and/or sale of all major capital items and assets in accordance with the procedures manual;
  - (iv) undertaking organisational planning and approving a structure to support the operations of the Council's office and its staff;
  - (v) ensuring that the Council's assets and those held in trust for other individuals and organisations are properly looked after;
  - (vi) entering into contractual arrangements;
  - (vii) maintaining and managing the effective operations of the Board itself;
  - (viii) recruiting potential Members and maintaining the good relationships among Members; and
  - (ix) exercising all discretions and powers authorised by this Constitution.
- (d) monitoring and evaluating the performance of the Council's office, including the Chief Executive Officer including:
  - (i) supporting, resourcing and monitoring the actions of the Chief Executive Officer;
  - (ii) overseeing the efficiency, effectiveness and standards of the Council's office; and
  - (iii) determining the broad employment policies and principles for staff;
- (e) complying with the legal obligations of the Act and other relevant acts and common law;

- (f) ensuring that reports to Members, governments and other relevant bodies are provided as required on an accurate and timely basis; and
- (g) making, altering and rescinding rules for the Council from time to time.

### **15.3 COMPOSITION OF THE BOARD**

The Board will consist of:-

- (a) the President; and
- (b) the Vice-President; and
- (c) nine Ordinary Board Members who must be either:
  - (i) Social Service Individual Members; or
  - (ii) Honorary Life Members; or
  - (iii) the Authorised Representative of a Social Service Organisation Member.

### **15.4 ELECTION OF BOARD MEMBERS**

- (a) The President, Vice President and Ordinary Board Members will be elected biannually at the Annual General Meeting and will hold office until the Annual General Meeting, two years later.
- (b) At each Annual General Meeting any Ordinary Board Members commencing in office at the Annual General Meeting two (2) years prior and before the Annual General Meeting in the one (1) year prior shall resign and the members shall elect the same number of Ordinary Board Members to the Board so as to fill all vacancies.
- (c) Nominations for election for the position of Board Member shall be in writing, signed by two Members and they shall contain the written consent of the nominee.
- (d) Nominations for the position of Board Member shall reach the Chief Executive Officer not less than twenty-one days before the Annual General Meeting.
- (e) The Chief Executive Officer shall include a list of nominations for the position of Board Member with each notice of the Annual General Meeting, plus a brief resume of each nominee and an approved voting form for election of the Board Members.

- (f) Subject to clause 15.4(d), any Board Member is eligible for re-election.
- (g) No elected Board Member shall hold office for longer than six consecutive years, unless the provisions of clause 15.4(h) applies.
- (h) Where an elected Board Member:
  - (i) Holds the office of President or Vice-President, and has held that office for two consecutive years or less; and
  - (ii) Has served, or as a result of being re-elected, would serve, as an elected Board Member for six consecutive years or more

then that Board Member may hold office for a total period no longer than ten consecutive years (counting all service as an Ordinary Board Member, Vice-President or President).

#### **15.5 CASUAL VACANCIES**

Any vacancy occurring in any office of the Board between General Meetings may be filled by the Board from eligible persons and the Board Member will hold office for the remainder of his or her predecessor's term of office.

#### **15.6 ADDITIONAL BOARD MEMBERS**

In addition to the Board members specified in clause 15.3 and elected in accordance with clause 15.4, the Board may appoint up to two additional Board Members provided that each of the additional Board Members:

- (a) shall have particular skills or expertise that are required by the Board; and
- (b) shall be appointed for a term not exceeding twelve months; and
- (c) shall not be appointed within one month following the declaration of the outcome of the Board election under clause 15.4.

#### **15.7 BOARD MEETINGS**

- (a) The Board shall meet at least seven times in each calendar year or such greater or lesser amount as is determined by the Board from time to time.
- (b) A Board Meeting may be convened by:
  - (i) the President; or

- (ii) not less than six Board Members.
- (c) All Board Members shall be notified in writing as soon as is reasonably possible before the date set for a Board Meeting.
- (d) Notice of a Board Meeting shall specify the nature of the business to be transacted at the Board Meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.
- (e) The President will act as chairperson of every Board Meeting but if he or she is unable to act, then the Vice President will act as chairperson but if he or she is unable to act then the Board will elect a chairperson.
- (f) A Board Meeting may be conducted by teleconference.

#### **15.8 QUORUM AT BOARD MEETING**

Six Board Members will constitute a quorum at a Board Meeting.

#### **15.9 RESOLUTIONS IN WRITING**

Any resolution agreed to in writing by not less than eight Board Members shall have the same effect as and be deemed to be a resolution passed by the Board. Agreement in writing to any such resolution may be transmitted by facsimile or by electronic mail.

#### **16. VACANCIES**

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For the purposes of this Constitution, a vacancy in the office of a Board Member occurs if that Board Member:

- (a) dies;
- (b) resigns the office;
- (c) is removed from office pursuant to clause 17;
- (d) becomes insolvent;
- (e) is absent without the consent of the Board from all Board Meetings held during a period of four Months;
- (f) is directly or indirectly interested in any contract or proposed contract with the Council and fails to declare the nature of his or her interest as required by Act.

## **17. REMOVAL OF BOARD MEMBERS**

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- 17.1 The Board may by resolution, remove any Board Member from office before the expiration of that Board Member's term of office if the Board Member:
- (a) fails to support the aims or objects of the Council; or
  - (b) conducts or has conducted themselves in a manner considered to be injurious or prejudicial to the character or interests of the Council or the Board.
- 17.2 When removal of a Board Member is being considered, the Board Member concerned shall be given a full and fair opportunity to present the Board Member's case to the Board after notification in writing of the grounds for expulsion. The Board shall instruct the Chief Executive Officer to advise the Member in writing of the decision.
- 17.3 A Board Member whose membership of the Board has been terminated, may within one Month of receiving written notification thereof, lodge with the Chief Executive Officer written notice of intention to appeal against the decision of the Board.
- 17.4 Upon receipt of a notification of intention to appeal against removal from the Board, the Board shall convene a General Meeting. At any such meeting, the terminated Board Member shall be given the opportunity to fully present his or her case and the Board shall likewise have the opportunity of presenting its case. The appeal shall be determined by the majority vote of the Members present at the General Meeting.

## **18. DELEGATION TO COMMITTEES**

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- 18.1 The Members in General Meeting or Board may, by instrument in writing, delegate to one or more committees (consisting of such persons as the Members or Board thinks fit) or, in the case of the Members in General Meeting, to the Board, the exercise of such of the functions of the Council or Board as are specified in the instrument, other than -
- (a) this power of delegation; and
  - (b) in the case of the Council, a function which is a function imposed on the Members in General Meeting by the Act or by any other law of the State; or
  - (c) in the case of the Board, a function imposed on it by a resolution of the Members.

- 18.2 At its first meeting, immediately following each Annual General Meeting, the Board will appoint the members of a standing Finance Committee responsible to the Board in matters pertaining to the finances and resources of the Council.
- 18.3 A function, the exercise of which has been delegated to a committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the committee in accordance with the terms of the delegation.
- 18.4 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. The duration of such delegation shall not exceed the duration of appointment of the Board.
- 18.5 Notwithstanding any delegation under this clause, the Members in General Meeting or Board may continue to exercise any function delegated.
- 18.6 Any act or thing done or suffered by a 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 Members in General Meeting or Board (as the case may be).
- 18.7 The Members in General Meeting or Board may, by instrument in writing, revoke wholly or in part, any delegation under this clause.
- 18.8 Except in the case of the Finance Committee, a committee may meet and adjourn as it thinks proper.

## **19. VOTING AND DECISIONS**

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- 19.1 Questions arising at a Board Meeting or a meeting of any committee shall be determined by a majority of the votes of Board Members or committee members present at the meeting.
- 19.2 Each Board Member or committee member present at a Board Meeting or of any committee is entitled to one vote but, in the event of an equality of votes on any question, the chairperson of the meeting may exercise a second or casting vote.
- 19.3 The Board or any committee may act notwithstanding any vacancy on the Board or that committee.
- 19.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Board Member or committee member.

**20. CHIEF EXECUTIVE OFFICER**

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- 20.1 The Board shall appoint a Chief Executive Officer upon such terms and conditions as the Board determines from time to time.
- 20.2 The Chief Executive Officer shall be responsible for the day to day management and operations of the Council with the authorisation of the President, subject to the direction of the Board.
- 20.3 The Board may delegate to the Chief Executive Officer such powers and functions as it considers appropriate from time to time.
- 20.4 The Chief Executive Officer will attend all meetings of the Board, unless excused by the Board, but will not be entitled to vote.
- 20.5 The Chief Executive Officer, or his/her delegate, shall:
- (a) maintain the Register including the name and address of each Member;
  - (b) maintain a record of the names and addresses of the persons who hold any office of the Council;
  - (c) maintain in up-to-date condition the Constitution of the Council;
  - (d) be responsible for the custody of the records, books, documents and securities of the Council;
  - (e) keep minutes of all proceedings of Board Meetings, committee meetings and General Meetings; and
  - (f) keep correct accounts and books showing the financial affairs of the Council with full details of all receipts and expenditure connected with the activities of the Council.
- 20.6 If there is no Chief Executive Officer at any time, then any act, matter or thing required to be done by the Chief Executive Officer may be done by the Board (or its delegate) and any notice required to be given to the Chief Executive Officer may be given to the President (or his or her delegate).

**PART V - GENERAL MEETINGS****21. ANNUAL GENERAL MEETING**

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- 21.1 The Annual General Meeting shall be held within six months after the end of the Council's financial year, as provided in clause 32, and not later than the last week in December in each year at such a time and place as the Board determines.
- 21.2 Fourteen (14) days' notice in writing of such meeting shall be given by the Chief Executive Officer to each Member.
- 21.2 In addition to any other business which may be transacted at an Annual General Meeting, the business of an Annual General Meeting shall be -
- (a) to confirm the minutes of the last preceding Annual General Meeting and of any General Meeting held since that meeting;
  - (b) to receive from the Chief Executive Officer, the Board and any other committee or person, reports on the activities of the Council during the last preceding financial year;
  - (c) to receive and consider the statement of financial accounts and the auditor's report for the financial year;
  - (d) to elect the President and the Vice-President biannually and on an annual basis to elect the other Ordinary Board Members whose terms are up for re-election.
  - (e) to appoint the auditor of the Council for the current financial year;
  - (f) to appoint an honorary solicitor of the Council for the current financial year.
- 21.3 The President will act as chairperson of all General Meetings, or in his/her absence the Vice-President or another Board Member.

**22. GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS**

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- 22.1 The Board may, whenever it thinks fit, convene a General Meeting by giving fourteen days notice to the Members.
- 22.2 The Board shall, at the requisition in writing of:
- (a) one third of the Board Members; or



- (b) at least 20% of the Members;  
convene a Special General Meeting.
- 22.3 A requisition of Members for a Special General Meeting -
- (c) shall state the purposes of the meeting; and
  - (d) shall be signed on behalf of the Members making the requisition; and
  - (e) shall be lodged with the Chief Executive Officer; and
  - (f) may consist of several documents in a similar form, each signed on behalf of the Members making the requisition.
- 22.4 Notice of a Special General Meeting shall be given within fourteen (14) days of receiving such request. Notwithstanding the above, any Special General Meeting convened for the purpose of amending or revoking the Constitution shall be subject to not less than twenty-eight (28) days' notice of meeting and motions.
- 22.5 If the Board fails to convene a Special General Meeting within twenty-eight (28) days after the date on which a requisition of Members for the meeting is lodged with the Chief Executive Officer, any one or more of the Members who made the requisition may convene a Special General Meeting to be held not later than three Months after that date.
- 22.6 A Special General Meeting shall be convened as nearly as is practicable in the same manner as General Meetings are convened by the Board.

## **23. REPRESENTATION**

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- 23.1 Each Social Service Organisation Member may appoint one Authorised Representative to represent that Member at General Meetings.
- 23.2 Any such appointment must be in writing and be for a period not in excess of one year or until the next Annual General Meeting, but such appointment may be varied from time to time.
- 23.3 Written notice of the appointment or variation thereof will be forwarded to the Chief Executive Officer.

**24. NOTICE**

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- 24.1 Except where the nature of the business proposed to be dealt with at a General Meeting (other than the Annual General Meeting) requires a special resolution of the Council, the Chief Executive Officer shall, at least fourteen (14) days before the date fixed for the holding of the General Meeting, cause to be sent by pre-paid post, facsimile or by email, to each Member at the Member's postal address, facsimile number or email address appearing in the Register, a notice specifying the place, date and time of the General Meeting and the nature of the business proposed to be transacted at the General Meeting.
- 24.2 Where the nature of the business proposed to be dealt with at a General Meeting requires a special resolution of the Council, the Chief Executive Officer shall, at least twenty-eight days before the date fixed for the holding of the General Meeting, cause notice to be sent to each Member in the manner provided in clause 24.1 specifying, in addition to the matter required under that clause, the intention to propose the resolution as a special resolution.
- 24.3 No business other than that specified in the notice convening a General Meeting shall be transacted at the meeting.
- 24.4 A Member desiring to bring any business before a General Meeting may give notice in writing of that business to the Chief Executive Officer who shall include that business in the next notice calling a General Meeting given after receipt of the notice from the Member.

**25. GENERAL MEETINGS - PROCEDURE AND QUORUM**

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- 25.1 No item of business shall be transacted at a General Meeting unless a quorum of representatives of Members entitled under this Constitution to vote is present during the time the General Meeting is considering that item.
- 25.2 A quorum at General Meetings shall be twenty Members present who are entitled to vote of which not less than twelve shall be Authorised Representatives of Social Service Organisation Members.
- 25.3 If within half an hour after the appointed time for the commencement of a General Meeting a quorum is not present, the meeting, if convened upon the requisition of Members, shall be dissolved; and in any other case shall stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of 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.

- 25.4 If, at the adjourned meeting a quorum is not present within half an hour after the time appointed for commencement of the meeting, the Members present (provided it is not less than ten Members present who are entitled to vote) shall constitute a quorum. In the event that there are less than ten Members who are entitled to vote present the General Meeting shall be dissolved.

## **26. CHAIRPERSON**

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- 26.1 The President, or in the absence of the President, the Vice-President shall be the chairperson of each General Meeting.
- 26.2 If the President and the Vice-President are absent from a General Meeting, the Members present shall elect a Board Member to be chairperson of the meeting.
- 26.3 If no Board Members are present at the General Meeting then the Members present shall elect one of their own to be chairperson at the meeting.

## **27. ADJOURNMENT**

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- 27.1 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 shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- 27.2 Where a General Meeting is adjourned for fourteen days or more, the Chief Executive Officer shall give written notice of the adjourned meeting to each Member stating the place, date and time at which the meeting is to be reconvened and the nature of the business to be transacted at the meeting.
- 27.3 Except as provided in clause 27.3, notice of an adjournment of General Meeting or of the business to be transacted at an adjourned meeting is not required to be given.

## **28. MAKING OF DECISIONS**

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- 28.1 A question arising at a General Meeting (other than the election of Board Members) shall be determined on a show of hands by Members present who are entitled to vote, and, unless before or on the declaration of the show of hands a poll is demanded, 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 Council, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.

28.2 At a General Meeting, a poll may be demanded by a majority of Members present and entitled to vote at the meeting.

28.3 Where the poll is demanded at a General Meeting, the poll shall be taken:

- (a) immediately in the case of a poll which relates to the election of the chairperson of the meeting or to the question of an adjournment; or
- (b) in any other case, in such manner and at such time before the close of the meeting as the chairperson directs, and the resolution of the poll on the matter shall be deemed to be the resolution of the meeting on that matter.

28.4 Election of the Board – Votes

Any authorised member who can vote, as contained in the Constitution, may vote in relation to the election of members of the Board by voting on the form approved by the Board, provided with the notice of the relevant Annual General Meeting.

28.5 The vote, either by post or electronically, on the approved Ballot Form must reach the Chief Executive Officer, 5pm on the day that is 2 days prior to the Annual General Meeting.

## **29. VOTING**

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29.1 Upon any question arising at a General Meeting, each:

- (a) Authorised Representative of a Social Service Organisation Member will have two (2) votes; and
- (b) Social Service Individual Member will have one (1) vote; and
- (c) Honorary Life Member will have one (1) vote; and
- (d) Associate Members will not be entitled to vote.

29.2 Any Member or representative of a Member may, if they are unable to attend a meeting of the Council, appoint in writing a proxy (who must also be a Member of the Council) to attend and vote at the meeting of the Council. Notice of the appointment of the proxy must be received by the Chief Executive Officer not less than two (2) working days prior to the date of the meeting of the Council.

- 29.3 The election of the members of the Board shall be by simple majority by secret ballot.
- 29.4 In the case of an equality of votes on a question at a General Meeting, the person presiding is entitled to exercise a second or casting vote.
- 29.5 Any act or thing done or suffered, or purporting to have been done or suffered, by the Members in General Meeting is valid and effectual, notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any Member.

## **PART VI - MISCELLANEOUS**

### **30. FUNDS - SOURCE**

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The funds of the Council are to be or may be derived from -

- (a) joining and annual fees levied on each Member;
- (b) donations, gifts or bequests;
- (c) charges or fees for training, or other work, facilities or services performed by the Council or by employees, for Members or to or for any individual, body corporate, association, group or Commonwealth or State or local government service, body instrumentality or service;
- (d) grants of monies;
- (e) such other sources as the Members in General Meeting or Board determine.

### **31. FUNDS MANAGEMENT**

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- 31.1 All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by any two Board Members or by such other persons as are authorised to do so by the Board and subject to the conditions determined by, the Board.
- 31.2 All money received by the Council shall be deposited as soon as practicable and without deduction, to the credit of the Council's account held with a bank or financial institution.
- 31.3 The Council shall, as soon as practicable after receiving any money, issue an appropriate receipt.

31.4 The Chief Executive Officer shall keep accounts of all monies received and expended by the Council and of the matters in respect of which such receipt and expenditure took place.

31.5 All accounts shall be audited and certified annually by the Auditor.

### **32. FINANCIAL YEAR**

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The financial year of the Council shall be from first day of July to the thirtieth day of June in the following year.

### **33. CUSTODY OF RECORDS**

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The Chief Executive Officer shall be responsible for keeping an adequate set of records to cover the activities of the Council including but not limited to:

- (a) the Register.
- (b) a register of all Board Meetings and General Meetings recording the date and time, method of convening, purpose, attendance and apologies and such other information as may be determined by the Board.
- (c) Minutes or notes of all General Meetings and Board Meetings.
- (d) A register of officers including:
  - (i) the names and addresses of the persons who hold the offices of the Council including all Board Members and persons who are authorised to use the common seal;
  - (ii) the names and addresses of any persons who are appointed or act as trustees on behalf of the Council.
- (e) A register of documents showing the general subjects matter and such other details as may be required from time to time by the Council and in the case of electronic storage, duplicate records of critical administrative documents shall be maintained and stored elsewhere to prevent accidental erasure or loss.

### **34. SERVICE OF NOTICES**

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34.1 A notice to be given under this Constitution shall be in writing and served on the person to whom it is to be given either:

- (a) personally; or

- (b) by sending it by pre-paid post to the address of the Member appearing in the Register; or
  - (c) by facsimile to a facsimile number nominated by the Member for receiving notices; or
  - (d) by email to an email address nominated by a Member for receiving notices.
- 34.2 Any notice served by post shall be deemed to have been served at the time that the notice would be delivered in the ordinary course of post, and in proving such service it shall be sufficient to prove that the envelope containing the notice was properly addressed, prepaid and posted.

### **35. COMMON SEAL**

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The common seal of the Council will be kept in the custody of the Chief Executive Officer and may be affixed with the authority of the Board and countersigned by the President or any delegate of the Board for the time being.

### **36. ALTERATIONS TO CONSTITUTION**

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- 36.1 The Constitution of the Council shall be amended by a special resolution at the Annual General Meeting or at a Special General Meeting called for that purpose.
- 36.2 Associate Members, Individual Members and Honorary Life Members are not empowered to vote with respect to any proposed amendment of the Constitution insofar as that proposed amendment affects the status, rights and obligations of Social Service Organisation Members.
- 36.3 A copy of every alteration, variation, rescission or addition to this Constitution will be served on:
- (a) the Deputy Commissioner of Taxation, Perth; and
  - (b) the Commissioner for Consumer Protection, Western Australia;
- and such other persons or Government Departments as is required by the Act or any law.

### **37. DISPUTES AND MEDIATION**

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- (a) The grievance procedure set out in this rule applies to disputes under these rules between-
  - (i) a Member and another Member; or
  - (ii) a Member and the Council; or
  - (iii) if the Council provides services to non-members, those non-members who receive services from the Council (“Non-Members”), and the Council.
- (b) The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- (c) If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- (d) The mediator must be-
  - (i) a person chosen by agreement between the parties; or
  - (ii) in the absence of agreement-
    - (a) in the case of a dispute between a Member and another Member, a person appointed by the Board;
    - (b) in the case of a dispute between a Member or a Non-Member and the Council, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- (e) A Member can be appointed as the mediator of a dispute provided the mediator Member is not a party to the dispute.
- (f) The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- (g) The mediator, in conducting the mediation, must:
  - (i) give the parties to the mediation process every opportunity to be heard;
  - (ii) allow due consideration by all parties of any written statement submitted by any party; and



- (iii) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- (h) The mediator must not determine the dispute.
- (i) The mediation must be confidential and without prejudice.
- (j) If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

### **38. DISSOLUTION**

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- 38.1 The Council may be dissolved or wound up by a special resolution.
- 38.2 The notice convening the General Meeting at which the resolution to dissolve the Council is to be put, shall state that the dissolution of the Council is to be proposed.
- 38.3 If upon the dissolution of the Council there remains after the satisfaction of its debts and liabilities, any property or money, that property or money must be given or transferred:
- (a) to another association incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members: or
  - (b) for charitable purposes
- as shall be determined by resolution of the Members.
- 38.4 Notice of the dissolution of the Council will be given to:
- (a) the Deputy Commissioner of Taxation, Perth; and
  - (b) the Commissioner for Consumer Protection, Western Australia within 14 days after the passing of the resolution at the meeting referred to in clause 38.1;
- and such other persons or Government Departments as is required by the Act or any law.

### **39. WINDING UP (IF COUNCIL IS ENDORSED AS A DEDUCTIBLE GIFT RECIPIENT)**

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- 39.1 This rule 39 applies only if, at the time of winding up or dissolution, the Council is endorsed as a deductible gift recipient by the Commissioner of Taxation.

- 39.2 If:
- (a) the Council ceases to be endorsed as a deductible gift recipient under subdivision 30-BA of the ITAA; or
  - (b) the Council is wound up and at that time the Council is endorsed as a deductible gift recipient under subdivision 30-BA of the ITAA;
- any surplus assets of any gift fund maintained by the Council must be transferred to a fund, authority or institution:
- (a) which is charitable at law; and
  - (b) gifts to which can be deducted under Division 30 of the ITAA.
- 39.3 Subject to rule 39.2, if at the time of winding up or dissolution of the Council any property remains other than in a gift fund maintained by the Council after satisfaction of all debts and liabilities, that property must not be paid or distributed to any of the members of the Council but must be given or transferred to some other institution or institutions determined by the members of the Council at or before the time of dissolution which:
- (a) has similar objects to the Council; and
  - (b) is endorsed by the Commissioner of Taxation as a deductible gift recipient for the purposes of the ITAA.
- 39.4 If the members do not make the necessary determination under rule 38.3 or rule 39.3 (as the case may be), the Council may apply to the Supreme Court to determine the institution or institutions.
- 39.5 For the purposes of rules 39, ITAA means the Income Tax Assessment Act 1997 (Cth)."