



Women's Health East

**WOMEN'S HEALTH EAST INC.
CONSTITUTION**

17 January 2014

1. Name	4
2. Statement of Purposes	4
3. Financial Year	4
4. Definitions	5
5. Powers of Association	6
6. Not for Profit Organisation	6
7. Membership	6
7.1 Minimum Number of Members	6
7.2 Eligibility	6
7.3 Application for Membership	7
7.4 Membership Fee	7
7.5 Registration	7
7.6 Register of Members	7
7.7 Membership Renewals	7
7.8 Ceasing Membership	7
7.9 Resignation	7
8. General Rights of Members	8
9. Discipline of Members	8
10. Grievance Procedure	10
11. Annual General Meetings	11
12. Special General Meetings	12
13. Notice of General Meetings	12
14. Use of Technology	13
15. Quorum at General Meetings	13
16. Adjournment of General Meetings	13
17. Voting at General Meetings	14
18. Minutes of General Meetings	14
19. Board of Governance	14
20. Delegation	15
21. Board Composition	15

22. Election of Board Members	16
23. Contested Election	17
24. Vacation of Office	18
25. Filling Casual Vacancies	18
26. Removal of Board Members	18
27. Meetings of the Board	19
28. Chief Executive Officer	20
29. Financial Matters	20
30. Financial Records	21
31. Financial Statements	21
32. Common Seal	22
33. Custody and Inspection of Books and Records	22
34. Winding Up and Cancellation	23
35. Alteration of Rules	23

1. Name

The name of the incorporated association is “Women’s Health East Incorporated”

2. Statement of Purposes

The Purposes are:

2.1 Women’s Health East is a health promotion organisation working collaboratively to address disease prevention and control, health inequities and disadvantage for women.

2.2 Women’s Health East, using a social model of health and an holistic approach, aims to prevent illness, disease and injury and promote the independence, health and wellbeing of women through a range of strategies and interventions.

2.3 Women’s Health East engages in and facilitates health promotion activities through:

(a) community education, research, information sharing, awareness raising and action on women’s health issues

(b) education and training for health professionals concerning women’s health issues

(c) health programs aimed at improving women’s health and wellbeing

(d) participation of women in health networks at regional, statewide, national and international levels.

2.4 Women’s Health East aims to actively involve and empower women in seeking:

(a) ultimate choice, responsibility and control over their own health

(b) equity and access to women-sensitive health care options recognising a woman’s whole life-span and various roles

(c) dignity and respect for women, with sensitivity towards those physically, emotionally or educationally disadvantaged

(d) an holistic approach to health care and well-being and a broadening of options

(e) decision making input into planning and development of health care organisations, and the influencing of policy and practices

2.5 Women’s Health East engages in charitable and/or benevolent activities concerning women’s health which are consistent with these purposes.

3. Financial Year

The financial year of the association is each period of 12 months ending on 30 June.

4. Definitions

In these Rules:

Applicant means a person or organisation applying for membership of the Association.

Board means the Board of Governance of Women's Health East

Community and women's health association means a not-for-profit organisation funded through the Victorian government Community & Women's Health Program.

Department means the Victorian Department of Health

Deductible Gift Recipient means an organisation endorsed by the Australian Tax Office to receive donations which are income tax deductible for the donors.

Disciplinary meeting means a meeting of the Board convened for the purposes of Rule 9.

Eastern Metropolitan Region means the municipalities of Boroondara, Knox, Manningham, Maroondah, Monash, Whitehorse and Yarra Ranges.

Financial year means the 12 month period specified in Rule 3.

Funded agencies means not-for-profit organisations funded wholly or partially by the Victorian Department of Health.

Health means the World Health Organisation's definition of health, namely "*health is a state of complete physical, mental and social wellbeing and not merely the absence of disease or infirmity*".

Health promotion means the World Health Organisation's definition, namely "*the process of enabling people to increase control over their health and its determinants, and thereby improve their health*".

General meeting means an annual general meeting or a special general meeting.

Member means any individual or organisation afforded membership of the Association in accordance with these Rules.

Purposes means the Statement of Purposes specified in Rule 2.

Special resolution means a resolution that requires not less than three-quarters of the members voting at a general meeting to vote in favour of the resolution.

The Act means the Associations Incorporation Reform Act 2012 and includes any regulations made under that Act.

The Association means Women's Health East Inc.

The Registrar means the Registrar of Incorporated Associations.

5. Powers of Association

5.1 Subject to the Act, the Association has power to do all things incidental or conducive to the attainment of its purposes.

5.2 Without limiting Rule 5.1, the Association may—

- (a) acquire, hold and dispose of real or personal property;
- (b) open and operate accounts with financial institutions;
- (c) invest its money in any security in which trust monies may lawfully be invested;
- (d) raise and borrow money on any terms and in any manner as it thinks fit;
- (e) secure the repayment of money raised or borrowed, or the payment of a debt or liability;
- (f) appoint agents to transact business on its behalf;
- (g) enter into any other contract it considers necessary or desirable.

5.3 The Association may only exercise its powers and use its income and assets (including any surplus) for its purposes.

6. Not for Profit Organisation

6.1 The Association must not distribute any surplus, income or assets directly or indirectly to its members.

6.2 Rule 6.1 does not prevent the Association from paying a member—

- (a) reimbursement for expenses properly incurred by the member; or
- (b) for goods or services provided by the member—
if this is done in good faith on terms no more favourable than if the member was not a member.

7. Membership

7.1 Minimum Number of Members

The Association must have at least 5 members.

7.2 Eligibility

(a) Any woman who resides, works or studies in the Eastern Metropolitan Region of Melbourne is eligible for membership of the Association.

(b) Any health, welfare, advocacy, educational or community organisation or women's group based in the Eastern Metropolitan Region and any statewide organisation whose target groups include women in the Eastern Metropolitan Region, and whose aims and purposes are not in conflict with those of the Association, is eligible for organisational membership, which entitles that organisation to one nominated female representative and one vote at general meetings of the Association.

(c) Current employees of the Association are not eligible for membership. Former employees are eligible for membership after completion of employment with the Association and can nominate or be nominated for Board membership no sooner than two years after completion of employment with the Association.

7.3 Application for Membership

(a) To apply for membership of the Association, the applicant must submit a completed Women's Health East Membership form to the CEO.

(b) The applicant must agree to support the Association's Purposes and comply with these Rules.

(c) As soon as practicable after an application is received, the Board must decide by resolution whether to accept or reject the application, and must advise the applicant of its decision.

(d) No reason need be given for the rejection of an application.

7.4 Membership Fee

There is no fee for membership of the Association.

7.5 Registration

As soon as practicable after approval of an application for membership the CEO must enter the applicant's name, address and date of application approval in the Membership Register.

7.6 Register of Members

(a) The CEO must keep and maintain a register of members that includes each current member's name, the address last given by the member, and the date of becoming a member.

(b) Any member may, at a reasonable time and free of charge, inspect the register of members, subject to Rule 33.2.

7.7 Membership Renewals

All memberships must be renewed every three years by July 1 in every third year by lodging an Application for Membership Renewal. A Membership Renewal Application form will be sent to each member by 1 June in every third year.

7.8 Ceasing Membership

(a) Membership of the Association will cease where:

(i) a completed Membership Renewal Application form is not lodged by the due date for renewal

(ii) the member resigns from the Association

(iii) the member no longer lives, works or studies in the Eastern Metropolitan Region.

(b) If a person or organisation ceases to be a member, the CEO must, as soon as practicable, record in the Register of Members the date on which the person or organisation ceased to be a member.

7.9 Resignation

A member may resign from the Association by written notice to the CEO or Board of Governance.

8. General Rights of Members

8.1 A member of the Association has the right:

- (a) to receive notice of general meetings and of proposed special resolutions in the manner and time prescribed by these Rules; and
- (b) to submit items of business for consideration at a general meeting; and
- (c) to attend and be heard at general meetings; and
- (d) to vote at a general meeting; and
- (e) to have access to the minutes of general meetings and other documents of the Association as provided by Rule 33; and
- (f) to inspect the register of members, subject to Rule 33.

8.2 The rights of a member are not transferable and end when membership ceases.

9. Discipline of Members

9.1 The Association may take disciplinary action against a member if it is determined that the member:

- (a) has failed to comply with these Rules; or
- (b) refuses to support the purposes of the Association; or
- (c) has engaged in conduct unbecoming or prejudicial to the Association.

9.2 Disciplinary Subcommittee

(a) If the Board is satisfied that there are sufficient grounds for taking disciplinary action against a member, the Board must appoint a disciplinary subcommittee to hear the matter and determine what action, if any, to take.

(b) The members of the disciplinary subcommittee may be Board members, Association members or anyone else, but must not be biased against, or in favour of, the member concerned.

9.3 Written Notice

Before disciplinary action is taken, the Secretary must give written notice to the member:

- (a) stating that the Association proposes to take disciplinary action against the member; and
- (b) stating the grounds for the proposed disciplinary action; and
- (c) specifying the date, place and time of the meeting at which the disciplinary subcommittee intends to consider the disciplinary action; and

(d) advising the member of her right to do one or both of the following:

- (i) attend the disciplinary meeting and address the disciplinary subcommittee at that meeting;
- (ii) give a written statement to the disciplinary subcommittee at any time before the disciplinary meeting.

(e) setting out the member's appeal rights under Rule 9.6

9.4 The notice must be given no later than 14 days, and no earlier than 28 days, before the disciplinary meeting is held.

9.5 Sub-committee Decision

(a) At the disciplinary meeting, the disciplinary subcommittee must

- (i) give the member an opportunity to be heard; and
- (ii) give due consideration to any written statement submitted by the member.

(b) After complying with Rule 9.5(a), the disciplinary subcommittee may

- (i) take no further action against the member; or
- (ii) reprimand the member; or
- (iii) suspend the membership rights of the member for a specified period; or
- (iv) expel the member from the Association.

(c) The disciplinary subcommittee may not fine the member.

(d) The suspension of membership rights or expulsion of a member under this Rule takes effect immediately after the vote is passed by the disciplinary subcommittee.

9.6 Appeal Rights

(a) A person whose membership rights have been suspended or who has been expelled from the Association under Rule 9 may give written notice to the effect that she wishes to appeal against the suspension or expulsion.

(b) The written notice must be given to the Secretary no later than 48 hours after the disciplinary subcommittee vote.

(c) If a person has given notice under Rule 9.6 (b), a disciplinary appeal meeting must be convened by the Board as soon as practicable, and not later than 21 days after the notice is received.

(d) Notice of the disciplinary appeal meeting must be given to each member of the Association as soon as practicable and must specify –

(i) the date, time and place of the meeting, and

(ii) the name of the person against whom the disciplinary action has been taken, and

(iii) the grounds for taking that action, and

(iv) that at the disciplinary appeal meeting the members present must vote on whether the decision to suspend or expel the person should be upheld or revoked.

9.7 Conduct of Disciplinary Appeal Meeting

At a disciplinary appeal meeting –

(a) no business other than the question of the appeal may be conducted, and

(b) The Board must state the grounds for suspending or expelling the member and the reasons for taking that action, and

(c) the person who has been suspended or expelled from membership must be given the opportunity to be heard.

9.8 Voting at Disciplinary Appeal Meeting

(a) After complying with Rule 9.7, the members present and entitled to vote at the meeting must vote by secret ballot on the question of whether the decision to suspend or expel the person should be upheld or revoked.

(b) Voting by proxy at the meeting is not permitted.

(c) The decision is upheld if not less than three quarters of the members voting at the meeting vote in favour of the decision.

10. Grievance Procedure

10.1 The grievance procedure set out in this Rule applies to disputes under these Rules between -

(a) a member and another member

(b) a member and the Association.

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

10.3 A member may appoint any person to act on her behalf in the grievance procedure

10.4 The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.

10.5 If the parties to a dispute are unable to resolve the dispute between themselves within the time required by Rule 10.4, the parties must within 10 days:

(a) notify the Board of the dispute; and

(b) agree to or request the appointment of a mediator; and

(c) attempt in good faith to settle the dispute by mediation.

10.6 The mediator must be -

(a) a person chosen by agreement between the parties; or

(b) in the absence of agreement -

(i) if the dispute is between a member and another member - a person appointed by the Board;
or

(ii) if the dispute is between a member and the Board or Association – a person appointed or employed by the Dispute Settlement Centre of Victoria.

10.7 A mediator appointed by the Board may be a member or former member of the Association but must not be a person who has a personal interest in the dispute or is biased in favour of or against any party.

10.8 The mediator, in conducting the mediation, must -

(a) give each party every opportunity to be heard; and

(b) allow due consideration by all parties of any written statement submitted by any party; and

(c) ensure that natural justice is accorded to the parties throughout the mediation process.

10.9 The mediator must not determine the dispute.

10.10 If the mediation process does not resolve the dispute, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

11. Annual General Meetings

11.1 The Board must convene an annual general meeting of the Association to be held within 5 months after the end of each financial year.

11.2 The Board may determine the date, time and place of the annual general meeting.

11.3 The ordinary business of the annual general meeting is:

(a) to confirm the minutes of the previous annual general meeting and of any special general meeting held since then;

(b) to receive and consider –

(i) the annual report on the activities of the Association during the preceding financial year; and

(ii) the financial statements of the Association for the preceding financial year submitted by the Board in accordance with Part 7 of the Act; and

(c) to conduct the election of Board members; and

(d) to consider any other business of which notice has been given in accordance with these Rules.

12. Special General Meetings

12.1 Any general meeting of the Association, other than an annual general meeting or a disciplinary appeal meeting, is a special general meeting.

12.2 The Board may convene a special general meeting of the Association whenever it thinks fit, subject to Rule 13.1.

12.3 The Board must convene a special general meeting if a written request to do so is made by at least 10% of the total number of members.

12.4 A request for a special general meeting must-

(a) be in writing; and

(b) state the business to be considered at the meeting and any resolutions to be proposed; and

(c) include the names and signatures of the members requesting the meeting.

12.5 If the Board does not convene a special general meeting within one month after the date on which the request is made, any one or all of the members making the request may convene the special general meeting.

12.6 No business other than that set out in the notice under rule 13 may be conducted at the meeting.

13. Notice of General Meetings

13.1 Notice of general meetings must be given to members of the Association -

(a) at least 28 days before the day on which an annual general meeting is to be held; and

(b) at least 21 days before the day on which a special general meeting is to be held.

13.2 Notice of a general meeting must be given by sending a written notice to the last known postal address or email address of each member.

13.3 The notice must specify:

(a) the date, time and place of the meeting; and

(b) the general nature of each item of business to be considered at the meeting; and

(c) the details of any special resolution to be proposed at the meeting.

14. Use of Technology

14.1 A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology which allows all members to clearly and simultaneously communicate with each other at the meeting.

14.2 A member participating in a general meeting as permitted under Rule 14.1 is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

15. Quorum at General Meetings

15.1 No business may be conducted at a general meeting unless a quorum, comprising 5% of the members, is present (physically or as allowed under Rule 14).

15.2 If a quorum is not present within 30 minutes after the notified meeting commencement time –

(a) in the case of a meeting convened at the request of members under Rule 12.3, the meeting must be dissolved;

(b) in any other case –

(i) the meeting must be adjourned to a date not more than 21 days after the adjournment; and

(ii) notice of the date, time and place to which the meeting is adjourned must be given at the meeting and confirmed by written notice given to all members as soon as practicable after the meeting.

15.3 If a quorum is not present within 30 minutes after the time to which a general meeting has been adjourned under Rule 15.2 (b), the members present at the meeting (if not fewer than 3) may proceed with the business of the meeting as if a quorum were present.

16. Adjournment of General Meetings

16.1 The Chair of a general meeting at which a quorum is present may, with the consent of a majority of members present at the meeting, adjourn the meeting to another time in order to allow more time to deal with the business at hand or to give the members more time to consider an item of business.

16.2 No business may be conducted on the resumption of an adjourned meeting other than the business that remained unfinished when the meeting was adjourned.

16.3 Notice of the adjournment of a meeting under this rule is not required unless the meeting is adjourned for 14 days or more, in which case notice of the meeting must be given in accordance with Rule 13.2.

17. Voting at General Meetings

17.1 At general meetings each member has one vote and proxy voting is not allowed.

17.2 Except in the case of a special resolution, any question arising at a general meeting must be decided on a majority of votes.

17.3 If votes are divided equally on a question, the Chair of the meeting has a second or casting vote.

17.4 A special resolution is passed if not less than three quarters of the members voting at a general meeting vote in favour of the resolution.

17.5 The Chair of a general meeting may, on the basis of a show of hands, declare that a resolution has been carried or lost, and an entry to that effect in the minutes of the meeting is conclusive proof of that fact.

17.6 If a poll (where votes are cast in writing) on any question or resolution is demanded by any member present at the meeting, the poll must be taken at the meeting in the manner determined by the Chair of the meeting.

18. Minutes of General Meetings

18.1 The Board must ensure that minutes are taken and kept of each general meeting.

18.2 The minutes must record the business considered at the meeting, any resolution on which a vote is taken, and the result of that vote.

18.3 In addition, the minutes of each annual general meeting must include –

- (a) the names of the members attending the meeting; and
- (b) the financial statements submitted to the members in accordance with Rule 31.2; and
- (c) a certificate signed by two Board members certifying that the financial statements give a true and fair view of the financial position and performance of the Association; and
- (d) any audited accounts and auditor's report accompanying the financial statements as required under the Act.

19. Board of Governance

19.1 The business of the Association will be managed by or under the direction of a Board of Governance.

19.2 The Board may exercise all the powers of the Association except those powers required by these Rules or the Act to be exercised by general meetings of the members of the Association.

19.3 Subject to these Rules and the Act, the Board has the power to perform all such acts as appear to the Board to be essential for the proper management of the business and affairs of the Association.

19.4 The Board is collectively responsible for ensuring that the Association complies with the Act and that individual Board members comply with these Rules.

19.5 Board members must exercise their powers and discharge their duties with reasonable care and diligence.

19.6 Board members must exercise their powers and discharge their duties in good faith in the best interests of the Association and for a proper purpose.

19.7 Board members and former Board members must not make improper use of their position, or information acquired by virtue of holding their position, so as to gain an advantage for themselves or any other person or to cause detriment to the Association.

20. Delegation

20.1 The Board may, by resolution in writing, delegate to a Board member, Board subcommittee or staff member any of its powers and functions other than this power of delegation.

20.2 The Board may, in writing, revoke a delegation wholly or in part.

20.3 The Chief Executive Officer will be delegated the authority to manage the day to day business of the organisation.

21. Board Composition

21.1 The Board will consist of up to 9 members elected from among the Association members.

21.2 The Board will comprise:

(a) a Chair, a Deputy Chair, a Secretary and a Treasurer; and

(b) up to five ordinary members.

21.3 At the first Board meeting after the Annual General Meeting each year, the Board will appoint from its members a Chair, Deputy Chair, Secretary and Treasurer, each of whom will hold that position for one year, and may be re-appointed.

21.4 Chair and Deputy Chair

The Chair or, in the Chair's absence, the Deputy Chair, presides at all Board meetings and general meetings, but if neither is present, the Board members must choose one of their number to be Chair.

21.5 Secretary

(a) The Secretary must perform any duty or function required under the Act to be performed by the secretary of an incorporated association.

(b) The Secretary must give the Registrar notice of her appointment within 14 days of the appointment.

21.6 Treasurer

(a) The Treasurer must ensure that the financial records of the Association are kept in accordance with the Act.

22. Election of Board Members

22.1 On the day of the Annual General Meeting of members in each year, the following Board members will retire from office but, subject to the Act and to these Rules, will be eligible for re-election for a two-year term:

(a) the elected members who have held office for a period of two years or more without being re-elected; and

(b) those members temporarily appointed by the Board to fill a casual vacancy, as provided in Rule 25, whose period of appointment to fill that vacancy has expired.

22.2 Returning Officer.

The CEO of the Association will act as Returning Officer for the purpose of conducting the elections of members to the Board.

22.3 The Returning Officer may appoint an Assistant Returning Officer to assist in the conduct of an election.

22.4 Notice of Election

The Returning Officer must give notice of an election to each member of the Association at least 28 days before the day of the Annual General Meeting.

22.5 Notice of an election must be given by sending a written notice to the last known postal address or email address of each member.

22.6 The notice of an election must specify the closing date for nominations and the name and address of the Returning Officer.

22.7 The closing date for nominations for election to the Board must be at least 7 days before the day of the Annual General Meeting.

22.8 Nominations

A member of the Association who intends to be a candidate for election to the Board must be nominated in writing by two other members of the Association and must give consent in writing to be nominated.

22.9 Nominations must be submitted in writing on the Board Elections Nomination Form provided with the Notice of Election.

22.10 Completed nomination forms must be lodged with the Returning Officer no later than 4pm on the closing date for nominations.

22.11 Withdrawal of Nomination

A member nominated for an election may withdraw from the election by giving written notice to the Returning Officer no later than 2 days before the Annual General Meeting.

22.12 Uncontested Election

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

23. Contested Election

23.1 If more nominations are received than the number of vacancies to be filled, a ballot must be held at the Annual General Meeting.

23.2 The Returning Officer will conduct the election by secret ballot at the Annual General Meeting.

23.3 The Returning Officer must give a blank piece of paper to each member present at the Annual General Meeting.

23.4 If the ballot is for a single position, the voter must write on the ballot paper the name of the candidate for whom they wish to vote.

23.5 If the ballot is for more than one position:

(a) the voter must write on the ballot paper the name of each candidate for whom they wish to vote; and

(b) the voter must not write the names of more candidates than the number to be elected.

23.6 Ballot papers that do not comply with Rule 23.5 (b) are not to be counted.

23.7 Subject to Rule 23.6, each ballot paper on which the name of a candidate has been written counts as one vote for that candidate.

23.8 The Returning Officer must declare elected the candidate or, in the case of an election for more than one position, the candidates who received the most votes.

23.9 If the Returning Officer is unable to declare the result of an election under Rule 23.8 because two or more candidates received the same number of votes, the Returning Officer must:

(a) conduct a further election for the position or positions in accordance with Rules 23.2 to 23.8 to decide which of those candidates is to be elected; or

(b) with the agreement of those candidates, decide by lot which of them is to be elected.

24. Vacation of Office

24.1 A Board member may resign from the Board by written notice addressed to the Board Chair.

24.2 A person ceases to be a Board member if she:

(a) ceases to be a member of the Association; or

(b) is removed from office by special resolution of the Association at a General Meeting; or

(c) otherwise ceases to be a Board member by operation of Section 78 of the Act.

25. Filling Casual Vacancies

25.1 The Board may appoint an eligible member of the Association to fill a vacant position on the Board, and the appointed member will hold office, subject to these Rules, until the next Annual General Meeting.

25.2 In the event of a casual vacancy in the office of Chair, Deputy Chair, Secretary or Treasurer, the Board will appoint another Board member to the vacant position, who will hold office until the conclusion of the next Annual General Meeting.

25.3 If the position of Secretary becomes vacant, the Board must appoint a member to the position within 14 days of the vacancy arising.

26. Removal of Board Members

26.1 A general meeting of the Association may by special resolution remove a Board member from office and elect an eligible member of the Association to fill the vacant position for the remaining term of office of that Board position.

26.2 A member who is the subject of a proposed special resolution under Rule 26.1 may make representations in writing to the Secretary or Chair and may request that the representations be provided to members of the Association.

26.3 The Secretary or Chair may give a copy of the representations to each member of the Association or, if they are not so given, the member may require that they be read out at the general meeting at which the special resolution is to be proposed.

27. Meetings of the Board

27.1 The Board must meet at least 8 times in each year at the dates, times and places determined by the Board.

27.2 Special meetings of the Board may be convened by the Chair or any four Board members.

27.3 Notice of Meetings.

(a) Notice of each Board meeting, stating the date, time and place of the meeting, must be given to each Board member at least seven days before the meeting date.

(b) Notice of a special Board meeting must include the nature of the business to be conducted.

(c) In cases of urgency, a meeting can be held without the required notice, provided that as much notice as practicable is given to each Board member by the quickest means possible.

(d) The only business that may be conducted at an urgent meeting is the business for which the meeting is convened.

27.4 Quorum

(a) The Quorum for any Board meeting is four members present (in person or as allowed under rule 27.5). No business can be transacted unless a quorum is present.

(b) If a quorum is not present within 30 minutes of the notified commencement time of the meeting – (i) in the case of a special Board meeting, the meeting lapses;

(ii) in any other case, the meeting must be adjourned to a date no later than 14 days after the adjournment. Notice of the adjourned meeting must be given in accordance with rule 27.3.

27.5 Use of Technology

(a) A Board member who is not physically present at a Board meeting may participate in the meeting by the use of technology that allows the Board member and the Board members present at the meeting to clearly and simultaneously communicate with each other.

(b) A Board member participating in a Board meeting as permitted under Rule 27.5 (a) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

27.6 Voting at Board Meetings

(a) On any question arising at a Board meeting, each Board member present has one vote and a motion is carried if a majority of Board members present at the meeting vote in favour of the motion.

(b) In the event of votes being divided equally on any question, the Chair of the meeting has a second or casting vote.

27.7 Conflict of Interest

- (a) A Board member who has a material personal interest in a matter being considered at a Board meeting must disclose the nature and extent of that interest to the Board.
- (b) The Board member must not be present while the matter is being considered at the meeting and must not vote on the matter.
- (c) This rule does not apply to a material personal interest that exists only because the member belongs to a class of persons for whose benefit the Association is established, or that the member has in common with all, or a substantial proportion of, the members of the Association.

27.8 Minutes of Meetings

- (a) The Board and CEO must ensure that minutes of each Board meeting are taken and kept.
- (b) The minutes must record the names of members in attendance, the business considered at the meeting, any resolution on which a vote is taken and the result, and any material personal interest disclosed under Rule 27.7.
- (c) The Chair must sign the minutes at the next meeting.

27.9 Leave of Absence

- (a) The Board may grant a Board member leave of absence from Board meetings for a period not exceeding 3 months.
- (b) Leave of absence must not be granted retrospectively unless the Board is satisfied that it was not feasible for the Board member to seek leave in advance.

28. Chief Executive Officer

28.1 The Board must appoint a suitable person to the position of Chief Executive Officer (CEO).

28.2 The CEO, subject to the direction of the Board, is responsible for:

- (a) the overall management of the Association and management of all staff; and
- (b) dealing with the correspondence of the Association and for the custody of the books and all relevant documents and securities of the Association.

29. Financial Matters

29.1 The assets and income of the Association may only be applied to further the Purposes of the Association and no portion will be distributed directly or indirectly to the members except as bona fide compensation for services rendered or expenses incurred on behalf of the Association.

29.2 The funds of the Association may be derived from grants, donations, fund-raising activities, interest and other sources approved by the Board.

29.3 The Association must operate an account, or accounts, with a financial institution from which all expenditure is made and into which all revenue is deposited.

29.4 The Association will maintain a separate Gift Fund for the purposes of:

- (a) receiving gifts of money or property for the principal purposes and activities of the Association;
- (b) receiving interest derived from the Gift Fund;
- (c) purchasing property or services for the principal purposes and activities of the Association; and
- (d) payment of reasonable costs of managing the Gift Fund.

29.5 The Board may authorise the CEO to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

29.6 All cheques drawn on the Association must be signed by two authorised persons.

29.7 All funds of the Association must be deposited into the financial accounts of the Association no later than 10 working days after receipt.

29.8 In accordance with the Association's financial management policy, the CEO may maintain a cash float provided that all money paid from or paid into the float is accurately recorded at the time of the transaction.

30. Financial Records

30.1 The Association must keep financial records that correctly record and explain its transactions, financial position and performance, and that enable financial statements to be prepared as required by the Act.

30.2 The Association must retain the financial records for at least 7 years after the transactions covered by the records are completed.

31. Financial Statements

31.1 For each financial year, the Board must ensure that the requirements under the Act relating to the financial statements of the Association are met.

31.2 Without limiting Rule 31.1, those requirements include:

- (a) preparation of the financial statements
- (b) review or auditing of the financial statements

- (c) certification of the financial statements by the Board
- (d) submission of the financial statements to the annual general meeting of the Association
- (e) lodgement with the Registrar of the financial statements and accompanying reports, certificates, statements and fee.

32. Common Seal

32.1 The Common Seal of the Association must be kept in the custody of the CEO.

32.2 A document may only be sealed with the Common Seal by the authority of the Board and the sealing must be witnessed by the signatures of two Board members or of one Board member and the CEO.

33. Custody and Inspection of Books and Records

33.1 Members may, on request and free of charge, inspect:

- (a) the register of members, subject to any restrictions in accordance with Section 59 of the Act
- (b) the minutes of general meetings
- (c) subject to Rule 33.2, the financial records, books, securities and any other relevant document of the Association.

33.2 The Board may refuse to permit a member to inspect records of the Association that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of the Association.

33.3 In accordance with Section 58 of the Act, members must not make improper use of information about a person obtained from the Register of Members.

33.4 The Board must, on request and free of charge, make copies of these Rules available to members and applicants for membership.

33.5 Subject to Rule 33.2, a member may make a copy of any other records of the Association referred to in this Rule, and the Association may charge a reasonable fee for a copy of such a record.

33.6 For the purposes of this rule, **relevant documents** means the records and other documents, however compiled, recorded or stored, that relate to the incorporation and management of the association and includes the following:

- (a) membership records
- (b) financial statements
- (c) financial records
- (d) records and documents relating to transactions, dealings, business or property of the Association.

34. Winding Up and Cancellation

34.1 The Association may be wound up voluntarily by special resolution.

34.2 If, at a general meeting, the Association passes a special resolution to wind up the Association, the Board must inform the Department of that fact. The Association shall then be wound up in accordance with the Act.

34.3 In the event of the winding up or cancellation of the incorporation of the Association, the surplus assets of the Association must not be distributed to any members or former members of the Association.

34.4 All assets remaining after the full settlement of all the debts and liabilities incurred by the Association must be distributed to such other community and women's health associations or funded agencies as are approved by the Department and which have been approved by the Commissioner of Taxation as deductible gift recipients.

34.5 If the Gift Fund is wound up or if the endorsement (if any) of the organisation as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.

34.6 Subject to Rule 34.4, the body to which any surplus assets are to be given must be decided by special resolution.

35. Alteration of Rules

35.1 These Rules may only be altered by special resolution of a general meeting of the Association.

35.2 Alterations to these Rules, as passed by special resolution, must be notified to and approved by the Registrar before taking effect.