

# **CENTRAL WEST WOMEN'S HEALTH CENTRE INCORPORATED**

**REGISTRATION NUMBER: Y 00448-03**

**ABN: 28 614 147 988**

## **CONSTITUTION**

In accordance with the Associations Incorporation Act 2009

This consolidated version includes all changes made up to and including the 24 November 2021 changes.

## Contents

|        |   |    |
|--------|---|----|
| Part 1 | Preliminary .....   | 4  |
| 1      | Interpretation.....   | 4  |
| 2      | Objects and purpose .....   | 4  |
| 3      | Powers.....   | 5  |
| 4      | Membership qualifications .....   | 5  |
| 5      | Application for membership .....  | 5  |
| 6      | Cessation of membership.....  | 6  |
| 7      | Membership entitlements not transferable .....                          | 6  |
| 8      | Resignation of membership .....   | 6  |
| 9      | Register of members .....   | 6  |
| 10     | Fees and subscriptions .....  | 7  |
| 11     | Member's liabilities.....   | 7  |
| 12     | Resolution of disputes.....   | 7  |
| 13     | Disciplining of members.....  | 7  |
| 14     | Right of appeal of disciplined member .....                             | 8  |
| Part 2 | The Board .....   | 9  |
| 15     | Powers of the board.....  | 9  |
| 16     | Composition and membership of board .....                               | 9  |
| 17     | Election of board members.....  | 9  |
| 18     | Board members and office-bearers' term of office .....                  | 10 |
| 19     | Casual vacancies.....   | 10 |
| 20     | Secretary .....   | 11 |
| 21     | Treasurer .....   | 11 |
| 22     | Removal of members .....  | 11 |
| 23     | Board meetings and quorum .....   | 12 |
| 24     | Appointment of association members as members to constitute quorum..... | 12 |
| 25     | Use of technology at board meetings .....                               | 13 |
| 26     | Delegation by board to sub-committee .....                              | 13 |
| 27     | Voting and decisions .....  | 13 |
| Part 3 | General meetings .....  | 14 |
| 28     | Holding of annual general meetings .....                                | 14 |
| 29     | Annual general meetings - calling of and business at .....              | 14 |
| 30     | Calling of special general meetings.....                                | 14 |
| 31     | Notice .....  | 15 |
| 32     | Notices of motion.....  | 15 |
| 33     | Quorum for general meetings.....  | 16 |
| 34     | Proceedings for general meetings .....                                  | 16 |
| 35     | Presiding Member .....  | 16 |
| 36     | Adjournment .....   | 17 |
| 37     | Making of decisions.....  | 17 |
| 38     | Special resolutions .....   | 17 |
| 39     | Voting .....  | 17 |
| 40     | Postal or electronic ballots.....                                       | 18 |
| 41     | Use of technology at general meetings.....                              | 18 |
| Part 4 | Miscellaneous.....  | 18 |
| 42     | Insurance .....   | 18 |
| 43     | Funds - source .....  | 18 |
| 44     | Funds - management .....  | 19 |

|            |   |    |
|------------|---|----|
| 45         | Association is non-profit .....                             | 19 |
| 46         | Distribution of property on winding up of association ..... | 19 |
| 47         | Change of name, objects and constitution .....              | 19 |
| 48         | Custody of books .....                                      | 19 |
| 49         | Inspection of books etc .....                               | 19 |
| 50         | Service of notices .....                                    | 20 |
| 51         | Financial year .....  | 20 |
| 52         | Compliance with Charitable Fundraising Act 1991 .....       | 20 |
| Appendix 1 | Approved form of Proxy .....                                | 21 |
| Appendix 2 | Conduct of ballots .....                                    | 22 |

## Part 1 Preliminary

### 1 Interpretation

(1) In this constitution:

**Act** means the *Associations Incorporation Act 2009*.

**Association** means the Central West Women's Health Centre Inc., an association registered under the Act.

**Board** means the governing body of the association and has the meaning of 'committee', as defined in the *Associations Incorporation Act 2009*.

**Association members** mean financial members of the association as set out in clause 4.

**Ordinary board member** means a member of the board who is not an office-bearer of the association

**Public officer** means the person appointed in accordance with clause 34 of the Act.

**Regulations** means the *Associations Incorporation Regulation 2016*.

**Secretary** means:

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

**Special general meeting** means a general meeting of the association other than an annual general meeting.

(2) In this constitution:

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

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

### 2 Objects and purpose

(1) The Central West Women's Health Centre is a community based service run by women for women, which provides a unique, holistic women-centred preventative and treatment approach to health and well-being.

(2) The objects and purpose of the association is to:

- (a) provide a unique, holistic women-centred approach to health and well-being to empower women and children to make informed choices;
- (b) provide a holistic women's health service to the community;
- (c) educate women and children so they can make informed choices about healthcare and well-being;
- (d) empower women and children to make informed choices throughout their lives;

- (e) provide a safe place for women and children; and
- (f) advocate and support women from a feminist perspective.

### **3 Powers**

- (1) Subject to the Act, the Regulations and this constitution, the association has the power to do all things necessary or convenient to be done for, or in connection with, the attainment of its objectives and purpose.

## **MEMBERSHIP**

### **4 Membership qualifications**

- (1) A person is eligible to be a member of the association if:
  - (a) the person is a natural person,
  - (b) the person is at least 18 years of age; and
  - (c) the person has applied and been approved for membership of the association in accordance with clause 5.

### **5 Application for membership**

- (1) An application by a person for membership of the association:
  - (a) must be made in writing (including by email or other electronic means, if the board so determines) in the form determined by the board; and
  - (b) must be lodged (including by electronic means, if the board so determines) with the secretary of the association.
- (2) As soon as practicable after receiving an application for membership, the secretary must refer the application to the board, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the board makes that determination, the secretary must:
  - (a) notify the applicant, in writing (including by email or other electronic means, if the board so determines), that the board approved or rejected the application (whichever is applicable), and
  - (b) if the board approved the application, request the applicant to pay (within the period of 28 days after receipt by the applicant of the notification) the sum payable under this constitution by a member as entrance fee and annual subscription.
- (4) The secretary must, on payment by the applicant of the amounts referred to in subclause (3)(b) within the period referred to in that provision, enter or cause to be entered the applicant's name in the register of members and, upon the name being so entered, the applicant becomes a member of the association.

## **6 Cessation of membership**

- (1) A person ceases to be a member of the association if the person:
  - (a) dies, or
  - (b) resigns membership, or
  - (c) is expelled from the association, or
  - (d) fails to pay the annual membership fee under clause 10 (2) within 3 months after the fee is due.

## **7 Membership entitlements not transferable**

- (1) A right, privilege, or obligation which a person has by reason of being a member of the association:
  - (a) is not capable of being transferred or transmitted to another person, and
  - (b) terminates on cessation of the person's membership.

## **8 Resignation of membership**

- (1) A member of the association may resign from membership of the association by first giving to the secretary written notice of at least one month (or such other period as the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of the association ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **9 Register of members**

- (1) The secretary or public officer (if determined by the board) must establish and maintain a register of members of the association (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member of the association together with the date on which the person became a member.
- (2) The register of members must be kept in New South Wales:
  - (a) at the main premises of the association, or
  - (b) if the association has no premises, at the association's official address.
- (3) The register of members must be open for inspection, free of charge, by any member of the association at any reasonable hour.
- (4) A member of the association may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained in the register about the member (other than the member's name) remain confidential, that information must remain confidential and must not be made available for inspection.

- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to the association or other material relating to the association, or
- (7) any other purpose necessary to comply with a requirement of the Act or the Regulations.
- (8) If the register of members is kept in electronic form:
  - (a) it must be convertible into hard copy, and
  - (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **10 Fees and subscriptions**

- (1) A member of the association must, on admission to membership, pay to the association a fee of \$10 or, if some other amount is determined by the board, that other amount.
- (2) In addition to any amount payable by the member under subclause (1) a member of the association must pay to the association an annual membership fee of \$10 or, if some other amount is determined by the board, that other amount:
  - (a) except as provided by paragraph (b), before 1 July in each calendar year; or
  - (b) where the member becomes a member on or after 1 July in any calendar year – on becoming a member and before 1 July in each succeeding calendar year.

## **11 Member's liabilities**

- (1) The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 10.

## **12 Resolution of disputes**

- (1) A dispute between a member and another member (in their capacity as members) of the association, or a dispute between a member or members and the association, are to be referred to a Community Justice Centre for mediation under the Community Justice Centres Act 1983. If a dispute is not resolved by mediation within 3 months of the referral to a Community Justice Centre, the dispute is to be referred to arbitration.
- (2) The *Commercial Arbitration Act 2010* applies to a dispute referred to arbitration.

## **13 Disciplining of members**

- (1) A complaint may be made to the board by any person that a member of the association:
  - (a) has refused or neglected to comply with a provision or provisions of this constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of the association.

- (2) The board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the board decides to deal with the complaint, the board:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 14 days from the time the notice is served within which to make submissions to the board in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
- (4) The board may, by resolution, expel the member from the association or suspend the member from membership of the association if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the board expels or suspends a member, the secretary must, within seven days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the board for having taken that action and the member's right of appeal under clause 14.
- (6) The expulsion or suspension does not take effect:
  - (d) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (e) if within that period the member exercises the right of appeal, unless and until the association confirms the resolution under clause 14 , whichever is the later.

#### **14 Right of appeal of disciplined member**

- (1) A member may appeal to the association in general meeting against a resolution of the board under clause 13, within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1) , the secretary must notify the board, which is to convene a general meeting of the association to be held within 28 days after the date on which the secretary received the notice.
- (4) At a special general meeting of the association convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and
  - (b) the board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
  - (d) The appeal is to be determined by a simple majority of votes cast by members of the association.



## **Part 2 The Board**

### **15 Powers of the board**

Subject to the Act, the Regulations, this constitution and any resolution passed by the association in general meeting, the board:

- (a) is to control and manage the affairs of the association, and
- (b) may exercise all the functions that may be exercised by the association, other than those functions that are required by this constitution to be exercised by a general meeting of members of the association, and
- (c) has power to perform all the acts and do all things that appear to the board to be necessary or desirable for the proper management of the affairs of the association.

### **16 Composition and membership of board**

- (1) The board is to consist of:
  - (a) the office-bearers of the association; and
  - (b) at least three ordinary members, each of whom is to be elected at the annual general meeting of the association pursuant to clause 17.
- (2) The maximum number of board members is seven, and the minimum is five.
- (3) The office bearers of the association are as follows:
  - (a) the president;
  - (b) the vice-president;
  - (c) the treasurer; and
  - (d) the secretary.
- (4) A board member may hold up to two offices (other than both the president and vice-president offices).
- (5) Each member of the board is, subject to this constitution, to hold office until the conclusion of the annual general meeting following the date of the member's election but is eligible for re-election.
- (6) All members of the board must be over the age of 18 years and at least three members must ordinarily be resident in Australia.
- (7) All members of the board must be members of the association.

### **17 Election of board members**

- (1) Nominations of candidates for election as office-bearers of the association or as ordinary board members:
  - (a) must be made in writing, signed by 2 members of the association and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and

- (b) must be delivered to the secretary of the association at least 7 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the board, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the board are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary board members of the board is to be conducted at the annual general meeting in any usual and proper manner that the board directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary board member of the association must be a member of the association.

**18 Board members and office-bearers' term of office**

- (1) A person may become a board member or office-bearer in accordance with clause 17 by election, in which case the person's term of office is one year;
- (2) Each board member or office-bearer is to remain as a board member or office-bearer until the term of her or his office expires or until he or she resigns, is expelled or is otherwise removed as a board member or office-bearer of the association in accordance with the law and this constitution.
- (3) No person is permitted to hold the office of board member or office-bearer for any more than six continuous years, unless otherwise resolved by a special resolution of board.
- (4) A person having held office as a board member or office-bearer for six continuous years is eligible for re-election or re-appointment once a period of one year has expired since that person last held office as a board member or office-bearer.

**19 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the board, the board may appoint a member of the association to fill the vacancy and the member so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the board occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or

- (c) is or becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
- (d) resigns office by notice in writing given to the secretary, or
- (e) is removed from office under clause 22, or
- (f) becomes a mentally incapacitated person, or
- (g) is absent without the consent of the board from 3 consecutive meetings of the board, or
- (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
- (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

## **20 Secretary**

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, lodge notice with the association of his or her address.
- (2) It is the duty of the secretary to keep minutes, whether written or electronic form of:
  - (a) all appointments of office-bearers and members of the board, and
  - (b) the names of members of the board present at a board meeting or a general meeting, and
  - (c) all proceedings at board meetings and general meetings.
- (3) Minutes of proceedings at a meeting must be signed by the chairperson of the meeting or by the chairperson of the next succeeding meeting.
- (4) The signature of the chairperson may be transmitted by electronic means for the purposes of subclause (3).

## **21 Treasurer**

It is the duty of the treasurer of the association to ensure:

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

## **22 Removal of members**

- (1) The association in general meeting may by resolution remove any member of the board from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the board to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the secretary or president (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the secretary or the president may send a copy of the representations to

each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

### **23 Board meetings and quorum**

- (1) The board must hold a general meeting at least three times in each period of 12 months at the place and time that the board may determine.
- (2) Additional meetings of the board may be convened by the president or by any member of the board.
- (3) Oral or written notice of a meeting of the board must be given by the secretary to each member of the board at least 48 hours (or any other period that may be unanimously agreed on by the members of the board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the members present at the meeting unanimously agree to treat as urgent business.
- (5) Any three members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- (6) No business is to be transacted by the board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the board:
  - (a) the president or, in the president's absence, the vice-president is to preside; or
  - (b) if the president and the vice-president are absent or unwilling to act, one of the remaining members of the board chosen by the members present at the meeting is to preside.

### **24 Appointment of association members as members to constitute quorum**

- (1) If at any time the number of members is less than the number required to constitute a quorum for a board meeting, the existing members may appoint a sufficient number of members of the association as members to enable the quorum to be constituted.
- (2) A member of the board so appointed is to hold office, subject to this constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 19 applies.

## **25 Use of technology at board meetings**

- (1) A board meeting may be held at 2 or more venues using any technology approved by the board that gives each of the board's members a reasonable opportunity to participate.
- (2) A member who participates in a board meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

## **26 Delegation by board to sub-committee**

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

## **27 Voting and decisions**

- (1) Questions arising at a meeting of the board or of any sub-committee appointed by the board are to be determined by a majority of the votes of members of the board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the board or of any sub-committee appointed by the board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Subject to clause 23.6, the board may act despite any vacancy on the board.

- (4) Any act or thing done or suffered, or purporting to have been done or suffered, by the board or by a sub-committee appointed by the board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the board or sub-committee.

### **Part 3 General meetings**

#### **28 Holding of annual general meetings**

- (1) The association must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) The association must hold its annual general meetings:
  - (a) within six months after the close of the association's financial year, or
  - (b) within any later time that may be allowed or prescribed under section 37(2)(b) of the Act.

#### **29 Annual general meetings - calling of and business at**

- (1) The annual general meeting of the association is, subject to the Act and to clause 28, to be convened on the date and at the place and time that the board thinks fit.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a) to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b) to receive from the board reports on the activities of the association during the last preceding financial year,
  - (c) to elect office-bearers of the association and ordinary board members,
  - (d) to receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

#### **30 Calling of special general meetings**

- (1) The board may, whenever it thinks fit, convene a special general meeting of the association.
- (2) The board must, on the requisition of at least 5 per cent of the total number of members, convene a special general meeting of the association.
- (3) A requisition of members for a special general meeting:
  - (a) must be in writing, and
  - (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and

- (d) must be lodged with the secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the board fails to convene a special general meeting to be held within one month after the date on which a requisition of members for the meeting is lodged with the secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than three months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the board.
- (6) For the purposes of subclause (2):
- (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

### **31 Notice**

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of the association, the secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 29.2.
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the secretary who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

### **32 Notices of motion**

- (1) A notice of motion may be submitted in accordance with the Act. All notices of motion for inclusion as special business at a general meeting must be submitted in writing to the secretary not less than [28 days] (excluding receiving date and meeting date) prior to the general meeting.

### **33 Quorum for general meetings**

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this constitution to vote is present during the time the meeting is considering that item.
- (2) 10 members or 25 per cent of the members (whichever is greater) present (being members entitled under this constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the meeting is to be adjourned in accordance with **Error! Reference source not found.3(3)(b)** above.

### **34 Proceedings for general meetings**

- (1) The contemporaneous linking together by a form of technology of a number of members sufficient to constitute a quorum, constitutes a general meeting of the members and all the provisions in this constitution relating to meetings of the members apply, so far as they can and with such changes as are necessary, to meetings of the members held using a form of technology.
- (2) A meeting by telephone or other electronic means is taken to be held at the place where the chair of the meeting is or at such other place the chair of the meeting decides on, as long as at least one of the members involved was at the place for the duration of the meeting.
- (3) A member taking part in a meeting by telephone or other electronic means is taken to be present in person at the meeting.
- (4) If, before or during the meeting, any technical difficulty occurs whereby one or more member has ceased to participate, the chair may adjourn the meeting until the difficulty is remedied or may, provided a quorum of members remains present, continue with the meeting.

### **35 Presiding Member**

- (1) The president or, in the president's absence, the vice-president, is to preside as chairperson at each general meeting of the association.
- (2) If the president and the vice-president are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.



### **36 Adjournment**

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

### **37 Making of decisions**

- (1) A question arising at a general meeting of the association is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 38 applies, any appropriate corresponding method that the board may determine, or
  - (b) if on the motion of the chairperson or if 5 or more members present at the meeting decide that the question should be determined by a written ballot—a written ballot.
- (2) If the question is to be determined by a show of hands, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of the association, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the board under subclause (1)(a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with Schedule 3 of the Associations Incorporation Regulation 2016. A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation (Appendix 2).

### **38 Special resolutions**

A special resolution may only be passed by the association in accordance with section 39 of the Act.

### **39 Voting**

- (1) On any question arising at a general meeting of the association a member has one vote only.

- (2) All votes must be given personally or by proxy but no member may hold more than five proxies.
- (3) In the case of an equality of votes on a question at a general meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.
- (4) A member is not entitled to vote at any general meeting of the association unless all money due and payable by the member to the association has been paid.

#### **40 Postal or electronic ballots**

- (1) The association may hold a postal or electronic ballot (as the board determines) to determine any issue or proposal (other than an appeal under clause 14).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the Regulations.

#### **41 Use of technology at general meetings**

- (1) A general meeting may be held at 2 or more venues using any technology approved by the board that gives each of the association's members a reasonable opportunity to participate.
- (2) A member of an association who participates in a general meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

### **Part 4 Miscellaneous**

#### **42 Insurance**

- (1) The association may effect and maintain insurance.

#### **43 Funds - source**

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

#### **44 Funds - management**

- (1) Subject to any resolution passed by the association in general meeting, the funds of the association are to be used solely in pursuance of the objects of the association in the manner that the board determines.
- (2) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed by 2 authorised signatories.

#### **45 Association is non-profit**

- (1) Subject to the Act and the Regulations, the association must apply its funds and assets solely in pursuance of the objects of the association and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

#### **46 Distribution of property on winding up of association**

- (1) Subject to the Act and the Regulations, in a winding up of the association, any surplus property of the association is to be transferred to another organisation with similar objects and which is not carried on for the profit or gain of its individual members.
- (2) In this clause, a reference to the surplus property of an association is a reference to that property of the association remaining after satisfaction of the debts and liabilities of the association and the costs, charges and expenses of the winding up of the association.

#### **47 Change of name, objects and constitution**

An application for registration of a change in the association's name, objects or constitution in accordance with section 10 of the Act is to be made by the public officer or a member.

#### **48 Custody of books**

Except as otherwise provided by this constitution, all records, books and other documents relating to the association must be kept in New South Wales:

- (a) at the main premises of the association, in the custody of the public officer, or a member of the association (as the committee determines) or
- (b) if the association has no premises, at the association's official address, in the custody of the public officer.

#### **49 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of the association at any reasonable hour:
  - (a) records, books and other financial documents of the association,
  - (b) this constitution,
  - (c) minutes of all board meetings and general meetings of the association.

- (2) A member of the association may obtain a copy of any of the documents referred to in subclause 49.1 on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses 49.1 and 49.2, the board may refuse to permit a member of the association to inspect or obtain a copy of 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.

## **50 Service of notices**

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

## **51 Financial year**

The financial year of the association is:

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

## **52 Compliance with Charitable Fundraising Act 1991**

The association must comply with such of the provisions of the *Charitable Fundraising Act 1991*, and the regulations thereunder as are applicable to it.

## Appendix 1 Approved form of Proxy

### IRREVOCABLE PROXY

I,.....  
[name]

of .....  
[Address]

being a member of the Central West Women's Health Centre (ABN 28 614 147 988) of [*insert address*] (the **Association**), notifies and delivers to the Association this irrevocable proxy which irrevocably appoints

.....  
[Name of proxy]

of .....  
[Address of proxy]

as my proxy:

- a) to attend and vote on my behalf, and to demand a poll, at all general meetings of the Association (including any adjournments); and
- b) to act as my authorised representative and to sign on my behalf any written resolutions.

This proxy terminates .....

Executed as a deed.

Dated: .....

---

Signed and delivered by

.....

in the presence of:

---

Signature of witness

---

Name of witness (print)

---

Signature

## **Appendix 2 Conduct of ballots**

### **1 Ballots**

- (1) The committee must:
  - (a) cause the details of the matter on which the ballot is to be held to be set out in a statement, and
  - (b) fix the dates for:
    - (i) the forwarding of postal ballot papers, or the giving of access to electronic ballot papers, to members, and
    - (ii) the closing of the ballot, and
  - (c) appoint a returning officer for the ballot.
- (2) Every ballot must be conducted by the returning officer appointed by the committee.

### **2 Returning officers**

- (1) A member of the association or a person who is not a member of the association may be appointed as a returning officer.
- (2) Despite subclause (1), a committee member of the association may not be appointed as a returning officer.
- (3) The returning officer may be assisted in the performance of his or her duties by any person (who would be eligible to be a returning officer) appointed by the returning officer.

### **3 Preparation of voting roll**

- (1) The returning officer must prepare a roll of the full names and addresses of the members of the association who are eligible to vote.
- (2) A person whose name is on the roll is entitled to vote in the ballot, and no person is otherwise so entitled.

### **4 Electronic voting**

- (1) This clause applies to a ballot for determination of a matter by the association that is to be conducted by means of electronic voting.
- (2) Electronic voting is to be by means of email or other electronic means determined by the committee.
- (3) Without limiting subclause (2), the other electronic means of voting may include requiring voters to access a voting website and to vote in accordance with directions contained on that website.
- (4) The returning officer must ensure that the form for the electronic ballot paper contains:
  - (a) instructions for completing the voting paper, and
  - (b) the question to be determined, and
  - (c) the means of indicating the voter's choice on the question to be determined.
- (5) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
  - (a) access to an electronic ballot paper, or to a voting website or electronic application containing an electronic ballot paper, that complies with this clause, and
  - (b) access to information about:
    - (i) how the ballot paper must be completed, and
    - (ii) the closing date of the ballot, and
    - (iii) if voting is by email—the address where the ballot paper is to be returned, and
    - (iv) if voting is by other electronic means, the means of accessing the electronic voting system and how the completed electronic ballot paper is to be sent to the returning officer.

- (6) Each person entitled to vote must vote in accordance with the instructions contained in the information.
- (7) If the ballot is a secret ballot, the returning officer must ensure that the identity of the voter cannot be ascertained from the form of the electronic ballot paper.
- (8) An electronic ballot paper must be sent to the returning officer no later than the close of the ballot.
- (9) The returning officer must ensure that all electronic ballot papers are stored securely until the counting of the votes begins.

## **5 Postal voting**

- (1) This clause applies to a ballot for the determination of a matter by the association that is to be conducted by means of postal voting.
- (2) The returning officer must prepare ballot papers that contain:
  - (a) instructions for completing the voting paper, and
  - (b) the question to be determined, and
  - (c) a box opposite and to the left of each question.
- (3) The returning officer must, at least 14 days (or 21 days in the case of a special resolution) before the date fixed for the closing of the ballot, give each person entitled to vote:
  - (a) a ballot paper prepared in accordance with this clause, and
  - (b) a notice describing:
    - (i) how the ballot paper must be completed, and
    - (ii) the closing date of the ballot, and
    - (iii) the address where the ballot paper is to be returned, and
  - (c) a returning envelope addressed to the returning officer and the reverse side of which is noted or printed with the name and address of the member and, if the ballot is a secret ballot, an envelope marked "Voting Paper".
- (4) Each person entitled to vote must vote by marking the ballot paper in accordance with the instructions contained in the notice.
- (5) If the ballot is a secret ballot, a voter must, after completing the ballot paper:
  - (a) enclose and seal the ballot paper in the envelope marked "Voting Paper", and
  - (b) enclose and seal that envelope in the returning envelope addressed to the returning officer, and
  - (c) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- (6) If the ballot is not a secret ballot, a voter must, after completing the ballot paper:
  - (a) enclose and seal the ballot paper in the returning envelope addressed to the returning officer, and
  - (b) give the envelope to the returning officer so that it is received no later than the close of the ballot.
- (7) On receipt of a returning envelope, the returning officer must:
  - (a) compare the information on each returning envelope with the information on the voting roll to confirm that the vote was cast by a person entitled to vote in the ballot, and
  - (b) ensure that the ballot papers are securely stored until the counting of the votes begins.
- (8) A voter may give a returning envelope to the returning officer by post or personal delivery.

## **6 Informal votes**

- (1) A ballot paper of a voter who votes by means of electronic voting or postal voting is informal if the voter has failed to record a vote in accordance with the information provided by the returning officer.
- (2) Despite subclause (1), if, in the opinion of the returning officer, a voter's intention is clearly indicated on a ballot paper for a postal vote, the ballot paper is not informal merely because it contains an unnecessary mark.

(3) If voting is carried out by electronic voting using a voting website or other electronic application (but not if voting is by email), the website or application is to provide a warning message to a person casting an informal vote that the proposed vote is informal.

#### **7 Ascertaining result of ballot**

- (1) As soon as practicable after the close of the ballot for a postal vote, the returning officer must:
  - (a) in the case of a secret ballot, open the envelopes marked "Voting Paper" and remove the ballot papers, and
  - (b) in the case of any ballot, reject as informal any ballot papers that do not comply with the requirements of this Regulation, and
  - (c) ascertain the result of the ballot by counting the votes not rejected.
- (2) As soon as practicable after the close of a ballot conducted by electronic voting, the returning officer must:
  - (a) review all information and reports about the electronic ballot, and
  - (b) reject as informal any votes that do not comply with the requirements of this Regulation, and
  - (c) ascertain the results of the electronic ballot.

#### **8 Statement by returning officer**

- (1) The returning officer must make out and sign a statement of the result of the ballot.
- (2) On the declaration of the returning officer of the result of the ballot, the committee must cause an entry to be made in the minute book showing the result of the ballot.
- (3) The returning officer must forward a copy of the statement to the chairperson of the committee who must announce the result of the ballot at the next general meeting.

#### **9 Notification of result of ballot for special resolutions**

In the case of a special resolution, the association must cause the result of the ballot to be notified in writing to its members as soon as practicable after the ballot.

#### **10 Retention of ballot papers**

- (1) The returning officer must retain:
  - (a) all ballot papers, and
  - (b) all rejected returning envelopes relating to postal voting, and
  - (c) all records relating to electronic voting (whether formal or otherwise), and
  - (d) all rolls,  
used in connection with the conduct of the ballot, in accordance with this clause.
- (2) The returning officer must retain those items in secure storage for a period of not less than 8 weeks after the date fixed for the closing of the ballot unless directed in writing by the committee to retain those items for a longer period.