

Women With Disabilities WA Incorporated Constitution

1. NAME

Women With Disabilities WA Incorporated

2. DEFINITIONS

In these rules, unless the contrary the intention appears -

- 2.1. **“the Act”** means the Associations Incorporation Act 2015;
- 2.2. **“the Association”** means the Association referred to in rule 1;
- 2.3. **“annual general meeting”** is the meeting convened under rule 20 (a);
- 2.4. **“the Committee”** means the Committee of Management of the Association referred to in rule 12 (1);
- 2.5. **“Committee meeting”** means a meeting referred to in rule 17;
- 2.6. **“the Chairperson”** means -
 - (a) in relation to the proceedings at a Committee meeting or general meeting and special general meeting as defined in Rule 13.1 and .13.3 or
 - (b) if that person is unable to perform his or her functions, the meeting shall run in accordance to rule 13.2;
- 2.7. **“Committee member”** means person referred to in rule 12;
- 2.8. **“disability”** means a disability -
 - (a) which is attributed to an intellectual, psychiatric, cognitive, neurological, sensory or physical impairment or a combination of those impairments, and
 - (b) which is permanent or likely to be permanent, and
 - (c) which may or may not be of a chronic or episodic nature; andwhich results in -
 - (ii) a substantially reduced capacity of the person for communication, social interaction, learning or mobility; and/or
 - (iii) a need for continuing support services;
- 2.9. **“financial year”** means the period beginning 1 July and ending 30 June;
- 2.10. **“full member”** means women with disabilities residing in WA who are financial members of the Association;

- 2.11. "associate member" means women residing in WA, and associations, who are financial members and are supportive of the aim and objectives of the Association;
- 2.12. "ordinary resolution" means resolution other than a special resolution;
- 2.13. "returning officer" is a person who has been elected to administer and supervise the election process;
- 2.14. "special general meeting" means a general meeting other than the annual general meeting;
- 2.15. "special resolution" means resolution referred to in section 51 of the Act;
- 2.16. "systemic advocacy" means any action, spoken or otherwise undertaken on behalf of women with disabilities in WA to resolve issues which may adversely affect them.

3. MISSION OF THE ASSOCIATION

Women With Disabilities WA Incorporated is an association that facilitates and promotes the wellbeing and participation of women with disabilities in Western Australia.

4. OBJECTIVES OF THE ASSOCIATION

The objectives of this Association are:-

- 4.1. To actively promote the participation of women with disabilities in all aspects of social, economic, political and cultural lives.
- 4.2. To actively participate, where possible, in:
 - (a) providing support, information and education;
 - (b) undertaking systemic advocacy;
 - (c) undertaking research, support and advice to individuals, agencies and governments which relate to the objectives of the Association.
- 4.3. To engage the participation of women with disabilities in forums to address their identified needs.

BUT AT ALL TIMES recognising that the Association may be limited to the pursuit of only some of these purposes to the exclusion of others from time to time, or pursue some purposes with differing priorities to other purposes.

5. POWERS OF THE ASSOCIATION

- 5.1. The Association shall undertake any activity deemed to be necessary, incidental or conducive to the attainment of the above objectives.

- 5.2. Members of the Association and the Committee who have a disability are to be offered appropriate support in carrying out the functions of their office.
- 5.3. The property and income of the Association must be applied solely towards the promotion of the objectives of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Association, except in good faith in the promotion of those objectives.

6. MEMBERSHIP CATEGORIES

Membership of the Association shall be available in the following categories:-

6.1. Full membership

Full membership is open to women with a disability who are residents of Western Australia.

6.2. Associate membership

Associate membership is open to:

- (a) women who:
 - (ii) are residents of Western Australia; and
 - (iii) in the reasonable opinion of the Committee, are supportive of the aim and objectives of the Association.
- (b) organisations who:
 - (i) in the reasonable opinion of the Committee, are supportive of the aim and objectives of the Association.

6.3. Rights of Membership

- (a) Full Members have the right to vote at general meetings.
- (b) Associate Members cannot vote at general meetings but may attend the general meeting and, if the person chairing the general meeting permits, may speak at the general meeting.

6.4. Applications for membership shall be made on the form prescribed by the Association.

7. REGISTER OF MEMBERS

- 7.1. The Secretary shall, on behalf of the Association, keep and maintain an accurate register of members in accordance with section 53 of the Act.
- 7.2. When a member ceases to be a member of the Association, the Secretary shall remove the name of that person from the register of financial members as soon as reasonably possible.

- 7.3. The register shall be available for inspection by all members at the address of the Association by appointment as per section 54 of the Act.

Entitlement to membership is not transferable to another person.

8. ANNUAL SUBSCRIPTION

- 8.1. The annual membership fees (if any) for each category of membership shall be recommended by the Management Committee and then passed by a resolution at the Annual General Meeting of members.
- 8.2. Each member shall pay to the Treasurer the appropriate membership fees (if any) annually on or before 31 July of each year or such other date as the Committee from time to time determines.
- 8.3. A member whose subscription (if any) is not paid within 3 months after the relevant date fixed by or under sub-rule 8.2 ceases on the expiry of that period to be a member, unless the Committee decides otherwise.

A person exercises all the rights and obligations of a member for the purposes of these rules if their subscription is paid on or before the relevant date fixed by or under sub-rule 8.2 or within 3 months thereafter, or such other time as the Committee allows.

A member is not personally liable for the debt and liabilities of the Association.

9. RESIGNATION OF MEMBERS

- 9.1. A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Committee member ceases to be a member of the Association upon delivery of the notice.

10. EXPULSION OF MEMBERS

- 10.1. If the Committee considers that a member should be expelled from the Association because of conduct which is detrimental to the interests of the Association, or contrary to its objectives, the Committee shall, prior to any resolution, give the member 14 days notice in writing of the motion to terminate their membership.
- 10.2. The notice shall give the reasons stated for the motion to terminate membership and allow the affected member to respond to the allegations before the motion is put to vote.

- 10.3. The Committee shall then notify the affected member of the termination of their membership within seven days of the passing of the resolution.
- 10.4. Any member may appeal against termination of membership by requesting a Special General Meeting of Members be held to hear and determine the appeal.
- 10.5. A member who wishes to appeal shall give notice to the secretary of their intention to do so within 14 days of notification of termination of membership.
- 10.6. Where the Committee has passed a resolution to terminate membership of a particular member, and
 - (a) the right to appeal has lapsed or
 - (b) on appeal the decision of the Committee to terminate membership is upheld, the Secretary shall remove that member's name from the Register of Members.

11. DISPUTES AND MEDIATION

- 11.1. The grievance procedure set out in this rule applies to disputes under these rules between-
 - (a) a member and another member; or
 - (b) a member and the Association; or
 - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- 11.2. The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.
- 11.3. If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.
- 11.4. The mediator must be-
 - (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement-
 - (i) in the case of a dispute between a member and another member, a person appointed by the Committee of the Association;
 - (ii) in the case of a dispute between a member or relevant non-member and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.
- 11.5. A member of the Association can be a mediator.
- 11.6. The mediator cannot be a member who is a party to the dispute.
- 11.7. The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 11.8. The mediator, in conducting the mediation, must-

- (a) give the parties to the mediation process every opportunity to be heard;
- (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 to the dispute throughout the mediation process.

11.9. The mediator must not determine the dispute.

11.10. The mediation must be confidential and without prejudice.

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

12. COMMITTEE OF MANAGEMENT

12.1. Subject to sub-rule 12.9, the affairs of the Association will be managed exclusively by a Committee of Management consisting of at least three and not more than eight persons, including -

- (a) a Chairperson;
- (b) a Secretary;
- (c) and a Treasurer

all of whom must be full members of the Association.

12.2. Committee members must be elected to membership of the Committee at an annual general meeting or appointed under sub-rule 12.8.

12.3. Subject to sub-rule 12.8, a Committee member's term will be from their election at an annual general meeting until the election referred to in sub-rule 12.2 at the next annual general meeting after their election, but they are eligible for re-election to membership of the Committee.

12.4. Except for nominees under sub-rule 12.7, a person is not eligible for election to membership of the Committee unless a member has nominated him or her for election by delivering notice in writing of that nomination, signed by-

- (a) the nominator; and
- (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 7 days before the day on which the annual general meeting concerned is to be held.

12.5. A person who is eligible for election or re-election under this rule may:

- (a) propose or second himself or herself for election or re-election; and
- (b) vote for himself or herself.

- 12.6. If the number of persons nominated in accordance with sub-rule 12.4 for election to membership of the Committee does not exceed the number of vacancies in that membership to be filled-
- (a) the Secretary must report accordingly to; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Committee at the annual general meeting concerned.
- 12.7. If vacancies remain on the Committee after the declaration under sub-rule 12.6, additional nominations of Committee members may be accepted from the floor of the annual general meeting. If such nominations from the floor do not exceed the number of vacancies the Chairperson must declare those persons to be duly elected as members of Committee. Where the number of nominations from the floor exceeds the remaining number of vacancies on the Committee, elections for those positions must be conducted.
- 12.8. If a vacancy remains on the Committee after the application of sub-rule 12.7, or when a casual vacancy within the meaning of rule 16 occurs in the membership of the Committee-
- (a) the Committee may appoint a member to fill that vacancy; and
 - (b) a member appointed under this sub-rule will -
 - (i) hold office until the election referred to in sub-rule 12.2; and
 - (ii) be eligible for election to membership of the Committee, at the next following annual general meeting.
- 12.9. The Committee may delegate, in writing, to one to more sub-committees (consisting of such member or members of the association as the Committee thinks fit) the exercise of such functions of the Committee as are specified in the delegation other than-
- (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Committee by the Act or any other law.
- 12.10. Any delegation under sub-rule 12.9 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Committee may continue to exercise any function delegated.
- 12.11. The Committee may, in writing, revoke wholly or in part any delegation under sub-rule 12.9.

12.12. Payment may be made to a member of the committee out of the funds of the association in the following circumstances:

- (a) the payment or expense incurred is authorised by a resolution of the committee prior to the purchase taking place;
- (b) the committee member submits her receipts for reimbursement to the treasurer as soon as possible;
- (c) the member is acting on behalf of the committee in making the purchase in order to carry out the association's objects or purposes or the requirements of grant monies received.

13. CHAIRPERSON

13.1. Subject to this rule, the Chairperson must preside at all general meetings and Committee meetings.

13.2. In the event of the absence from a general meeting of the Chairperson, a member elected by the other members present at the general meeting, must preside at the general meeting.

14. SECRETARY

The Secretary must-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Committee and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 53 of the Act with respect to the register of members of the Association, as referred to in rule 7;
 - (ii) section 35 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
 - (iii) section 58 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Committee and persons who are authorised to use the common seal of the Association under rule 30; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association, and the Secretary must, upon the request of

a member of the Association, make available the record for the inspection of the member and the member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose;

- (d) unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Association, including those referred to in 14(c) but other than those required by rule 14 to be kept and maintained by, or in the custody of, the Treasurer; and
- (e) perform such other duties as are imposed by these rules on the Secretary.

15. TREASURER

The Treasurer must-

- (a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Committee may from time to time direct;
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed by themselves and at least one other authorised Committee member, or by any two others as are authorised by the Committee;
- (d) comply on behalf of the Association with sections 66, 67, 68 and 70 of the Act with respect to the accounting records of the Association by-
 - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and
 - (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.

- (e) whenever directed to do so by the Chairperson, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules on the Treasurer.

16. CASUAL VACANCIES

A casual vacancy occurs in the office of a Committee member and that office becomes vacant if the Committee member-

- 16.1. dies
- 16.2. resigns by notice in writing delivered to the Chairperson or, if the Committee member is the Chairperson, to the Vice-Chairperson;
- 16.3. is convicted of an offence under the Act;
- 16.4. is absent for more than--
 - (a) Three (3) consecutive Committee meetings, without tendering an apology to the person presiding at each of those Committee meetings; or
 - (b) ceases to be a member of the Association; or
 - (c) takes leave of absence for more than 6 months.

17. PROCEEDINGS OF COMMITTEE

- 17.1. The Committee shall meet at least six times in each year at such place and at such times as the Committee determines.
- 17.2. Each Committee member has a deliberative vote except for the Executive Officer and individual/s who are appointed/coopted for particular projects as referred to in sub-rule 12.8 and 18.3.
- 17.3. A question arising at a Committee meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Committee meeting shall have a casting vote.
- 17.4. At a Committee meeting three voting Committee members constitute a quorum.
- 17.5. Subject to these rules, the procedure and order of business to be followed at a Committee meeting shall be determined by the Committee members present at the Committee meeting.

18. SUB-COMMITTEES

- 18.1. The Committee may appoint any number of sub-committees.

- 18.2. The convenor of the sub-committee shall be appointed on the recommendation of the Committee and shall be a member of the Management Committee.
- 18.3. A Sub-Committee formed by the Committee may co-opt any full members or associate members at the meetings of that sub-committee. Non-members can be co-opted because of their expertise but shall have no voting rights at the sub-committee meetings.

19. CONFLICT OF INTERESTS

- 19.1. If a member of the Committee has a disparate interest in any contract or arrangement made or proposed to be made involving the Association, they shall disclose their interest at:
 - (a) the first meeting at which the contract or agreements is discussed; or
 - (b) if the conflict arises at a later date, at the first available meeting thereafter.
- 19.2. A Committee member with a conflict of interest is not entitled to vote on any matter relating to it and shall not be present at the time of discussion or voting in respect of any contract or agreement in which such a conflict arises as per section 42 of the Act.

20. MEETINGS OF MEMBERS

20.1. ANNUAL GENERAL MEETINGS

- (a) The Association's AGM should be held between the 1st day of July and 31st day of December each year and shall be held at a place and time as determined by the Committee as per section 50 of the Act.
- (b) The Committee shall give notice of the Annual General Meeting at least twenty eight (28) days before the date it is to be held.
- (c) The ordinary business of the Annual General Meeting shall be.
 - (i) To confirm the minutes of the last preceding Annual General Meeting and of any special General Meeting held since that preceding Annual General Meeting.
 - (ii) To receive from the Committee reports on the activities of the Association during the preceding financial year;
 - (iii) To receive and adopt the statements of accounts and reports submitted by the Treasurer.
 - (iv) To declare positions vacant on the Committee that are due for election.

- (v) To elect members to positions on the Committee.
 - (vi) To elect an auditor or auditors (if any) for the coming year.
 - (vii) Deal with any special business, for which due notice has been provided as per rule 20.3.
 - (viii) A Returning officer shall be appointed by the Committee
- (d) Any member may request that a matter be placed on the Agenda for the Annual General meeting as special business.
- (i) Such requests should be made in writing to the secretary of the Committee not less than 14 days prior to the Annual General Meeting.

20.2. GENERAL MEETINGS

- (a) The Committee may at any time convene a general meeting of members.
- (b) The committee shall give notice of a general meeting to members at least fourteen (14) days before the date it is to be held.
- (c) The place, date and time of all General Meetings of members shall be determined by the Committee.

20.3. SPECIAL GENERAL MEETINGS

- (a) The Committee shall hold a special general meeting, to a pass special resolution, as per section 51 of the act, within 28 days of -
 - (ii) receiving a request in writing to do so from not less than ten percent of full members, convene a special meeting for the purpose specified in that request; or
 - (iii) on receiving a notice of appeal under rule 10.5, convene a special meeting for the purpose of dealing with the appeal to which that notice relates.
- (b) The Committee shall give to all members not less than 14 days notice of a special general meeting.

21. QUORUM

- 21.1. Ten (10) members or 5% of the full membership present in person or by proxy shall constitute a quorum for the transaction of the business of a Annual General Meeting, General Meeting and Special General Meeting.

- 21.2. If a quorum is not present within 30 minutes of the time appointed the meeting shall be adjourned to the same time and place seven days later or within one month to a place, date and time to be determined prior to the adjournment. If at such adjourned meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of the meeting as if a quorum was present.

22. MINUTES OF MEETINGS

- 22.1. Minutes of the proceedings of every meeting shall be entered and kept in a Minute Book by the Secretary.
- 22.2. These Minutes shall be signed by the chairperson of that particular meeting.
- 22.3. Minutes signed and in the Minute Book shall be:
- (a) conclusive evidence of what occurred at any meetings of members properly convened and held; and
 - (b) binding on all members, except as to any amendments declared or annulled at a subsequent meeting.
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

23. VOTING

- 23.1. Subject to any other provision of this Constitution, a resolution at a Meeting of Members shall be passed by a simple majority of those persons present in person who are entitled to vote and are voting.
- 23.2. In the case of equality of votes on a question or issue, the chairperson of the meeting is entitled to exercise a casting vote providing the chairperson is a member entitled to vote.
- 23.3. Any member may request a vote to be taken by secret ballot.

24. PROXIES

- 24.1. Any voting member shall be entitled to appoint a proxy to vote as instructed by that member on their behalf at any Meeting of Members.
- (a) Proxy votes shall be on a form provided by the Association.

25. POSTAL VOTING

- 25.1. Any voting member shall be entitled to exercise a postal vote at any Meeting of Members.
- 25.2. Postal votes shall be on a form provided by the Association.

- 25.3. Only those postal votes received by close of business one working day before the date of the relevant meeting shall be counted.

26. ELIGIBILITY TO VOTE

- 26.1. Any member shall only be entitled to vote if they;
- (a) are a full member at that time; and
 - (b) has not ceased to be a member in accordance with the Constitution of the Association.

27. FINANCE AND AUDIT

- 27.1. All cheques, drafts, bills for exchange, promissory notes and other negotiable instruments shall be signed by two of the following:- Chairperson, Secretary, Treasurer and the Co-ordinator of WWDWA. The committee may duly authorise by resolution the extension of this authority to other committee members.
- 27.2. The funds of the Association shall be derived from grants funding, annual subscriptions, donations and from such other sources from time to time as the Committee shall determine.
- 27.3. An auditor/s shall be appointed at the Annual General Meeting and shall hold office until the next Annual General Meeting. In the event of a casual vacancy in the office of auditor, the Committee may temporarily appoint to such office some person qualified to hold same and the person so appointed may continue in office until immediately before the next Annual General Meeting.
- 27.4. The fees and expenses of the auditor of the Association shall be determined by the Committee.
- 27.5. The auditor shall have access to the books and accounts of the Association at all times and shall make such reports as they consider necessary directly to the Committee.
- 27.6. The Treasurer shall report to the members of the Annual General Meeting, the balance sheet and statement of income and expenditure as tabled before such meeting.

28. INSPECTION OF RECORDS OF ASSOCIATION

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

29. RULES OF ASSOCIATION

- 29.1. The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 30, 31 and 33 of the Act.

- 29.2. These rules bind every member and the Association to the same extent as if every member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

30. COMMON SEAL OF ASSOCIATION

- 30.1. The Association shall have a common seal on which its corporate name shall appear in legible characters.
- 30.2. The common seal of the Association shall not be used without the express authority of the Committee and every use of that common seal shall be recorded in the minute book referred to in rule 22.3.
- 30.3. The affixing of the common seal of the Association shall be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 30.4. The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Committee from time to time decides.

31. WINDING UP - Distribution of Surplus Property

- 31.1. If, on the winding up of the Association, any property of the association remaining after satisfactory settlement of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall be distributed -
- (a) to another association incorporated under the Act; or
 - (b) for charitable purposes

which incorporated association or purposes, as the case requires shall be determined by resolution of the members when authorising and directing the Committee under section 24 of the Act to prepare a distribution plan for the distribution of the surplus property of the Association.