



# **Pathways Southwest Inc. Constitution**



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## Name

The name of the Association is Pathways SouthWest Inc.

## Terms & Definitions

Throughout this Constitution, if not inconsistent within the context:

**Act** – the Associations Incorporation Act 2015.

**Association** – Pathways South West Inc.

**Board** – the Board of Management.

**Board meeting** – any meeting of the Board of Management.

**Authority Register** – the register of Board members and other persons authorised to act on behalf of the Association.

**General Meeting (GM)** – any meeting of the Association to which all members are entitled to attend and must be given notice of.

**Annual General Meeting (AGM)** – a GM of the Association held yearly for the purposes of reviewing the Association's activities during the most recently completed financial year.

**Special General Meeting (SGM)** – a GM of the Association other than the AGM.

**Grievance Process** – the process that applies to disputes, pertaining to the Association, among members or between members and the Association.

**Membership Register** – the register of members as per Section 53 of the Act.

**Contact address** – an 'address' used for communications purposes.

**Housing Authority** – a body corporate constituted under the *Housing Act 1980*.

**Community Housing** – housing for people meeting income (very low, low, moderate) and/or additional eligibility criteria (i.e. special needs, disability, etc.).

**Community Housing Provider (CHP)** – an organisation that provides Community Housing.

### Community Housing Asset:

- (a) land and/or premises transferred to the CHP by the Housing Authority, but does not include land or land and premises that the Housing Authority sells at market value to the CHP;
- (b) land and/or premises acquired by the CHP wholly or partly with funding provided by the Housing Authority, including but not limited to where such funding is comprised of:
  - i. funding provided directly by the Housing Authority;
  - ii. GST input tax credits claimed by the CHP in connection with any supplies which are funded wholly or in part by the Housing Authority;
- (c) a legal interest in land and/or premises acquired by the CHP wholly or partly with funding provided or where the acquisition is facilitated by the Housing Authority;
- (d) land and/or premises acquired by the CHP wholly or in part with borrowings leveraged off or cash flow generated from any assets in the CHP's portfolio in which the Housing Authority has or had an interest;
- (e) land and/or premises where the Housing Authority is identified as having an interest in any legal agreement;
- (f) land and/or premises procured with the proceeds of sale of land and/or premises in which the Housing Authority has previously had an interest;
- (g) housing constructed by the Housing Authority or improvements made on land and/or premises by the Housing Authority.

**Registered CHP** – a CHP that has successfully achieved registration within the Community Housing Regulatory Framework (as per Housing Authority definition).

## 1. Financial Year

The Association's financial year is the 12-month period commencing 1<sup>st</sup> July each year.

## 2. Objects

The Association is established to:

- a) Reduce the impact of mental illness by providing access to responsive, holistic services for consumers, carers, families and the community.
- b) Promote and assist in developing a strong network of local partnerships with other agencies and government bodies to ensure the provision of high quality services that address the identified needs of people with mental illness and their families.
- c) Advocate for and stimulate social and systemic change in the context of mental health.

## 3. Not-for-Profit

- a) The income and property of the Association must be applied solely towards promoting its objects and/or purposes. No part thereof may be paid or otherwise distributed to any person except in good faith in the promotion of those objects and purposes.
- b) The Association may approve payments from the Association's funds if such payments comprise reasonable remuneration for services and/or goods supplied to the Association.
- c) The Association may reimburse reasonable expenses properly incurred by a member whilst performing activities on behalf of the Association.

## 4. Powers

To further its objects, the Association may do all things necessary and/or convenient to achieve its objects and purposes, including:

- a) acquire, hold, deal with, and dispose of any real or personal property;
- b) open and operate accounts with financial institutions;
- c) invest its money as trust funds (as permitted under the Trustees Act 1962 Part III) or in any other manner authorised by the rules of the association;
- d) borrow money upon such terms and conditions as the association deems fit;
- e) give such security for the discharge of liabilities incurred by the association as the association deems fit;
- f) appoint agents, directors, employees or other persons to transact business on behalf of the association;
- g) enter into affiliations, agreements or contracts it considers necessary or desirable;
- h) raise funds by subscriptions, donations, appeals/collections or other fundraising events;
- i) publish materials that the Association considers desirable to promote its objects.

## 5. Membership

### 1. Constituency and Eligibility

- a) At any point in time, the Association must have a minimum of 6 ordinary members.
- b) The Association consists of the present members of the Association (including any individual persons and associate members admitted to membership by the Board).
- c) Any person over the age of 14, who supports the objects and purposes of the Association, may apply to become a member.
- d) At any point in time, no person may belong to more than 1 membership class.
- e) Any person employed as staff by the Association is ineligible for membership for the period of their paid employment and 12 months thereafter.

This provision does not apply to individuals employed solely in the following roles:

1. Facilitator of consumer and carer programs, and/or
2. Consultant on a Consultative Committee (i.e. Consumers, Carers, etc.).

### f) Membership classes:

1. Ordinary (full) members of the Association are individual persons, over the age of 14, who have agreed to promote the objects and purposes of the Association. Each is entitled to vote at any GM – each vote being of singular cardinal value.
2. Associate members are any corporation, statutory body, voluntary organisation, charitable or benevolent institution admitted to membership by the Board. Each Associate member shall nominate one person to represent them and may nominate a replacement person at their discretion. All nominations for representatives must be in writing and given to the Secretary before the Association recognises the nomination as valid. Excluding the right to vote at any GM, Associate members have the rights and powers and are subject to the duties and obligations of an ordinary member.
3. At any AGM of the Association, honorary or life membership may be awarded to any person in recognition of outstanding services to the Association. Any member may nominate another member for such membership by giving written notice of such nomination to the Secretary at least 2 months prior to the pertinent AGM. Honorary membership shall be for such period as the Association determines. Honorary and life members have the rights and powers and are subject to the duties and obligations of an ordinary member. Honorary and Life Members are exempt from subscription fees.

### 2. Application for membership

1. To be considered for membership, a person requires endorsement by 2 current members of the Association.
2. Each application for membership must be written and signed by the applicant, their proposer and seconder.
3. Each application for membership must be lodged with the Secretary and specify the membership type, applicant's full name and contact address.



4. Admission to membership requires election by the Board. At the Board meeting immediately following receipt of an application for membership, the Board must consider said application and adjudicate thereon. The Board may delay its decision in respect of any application if it deems that further information is required in order to properly consider that application.
  5. Applicants receiving a majority of votes by the Board are declared as members.
  6. Following the Board's decision on each application for membership, the Secretary must notify each applicant, in writing, as to the result of that decision.
  7. The Board is not required to divulge the rationale of its decisions in respect of membership applications.
3. Membership Register
1. The Association must maintain, as current, a Register of members.
  2. Any change to membership must be recorded in the Membership Register within 28 days of the change.
  3. The Membership Register must record for each member:
    - a. Name;
    - b. Contact address (residential, postal, or electronic) or other communication information including mechanism.
    - c. Class of membership;
    - d. Date of commencement (or renewal) of membership;
    - e. Details of cessation of membership (as applicable):
      - i. Date of cessation;
      - ii. Reason for cessation.
    - f. Details of suspension or expulsion (as applicable):
      - i. Effective date of suspension or expulsion;
      - ii. Period of suspension;
      - iii. Date of resumption of membership.
6. Cessation of membership
- g) A member may resign their membership by giving written notice of such to the Secretary. Resignation is effective at the time the notice is received unless the notice contains an alternative time.
  - h) Membership of the Association ceases if a member:
    1. Is prohibited from being such by law;
    2. Is physically or mentally incapable of performing their membership duties;
    3. Is a body corporate which has been dissolved;
    4. Resigns or dies;
    5. Is expelled.



- i) Membership is not transferrable.
- j) Where the Board has set annual membership fees, any member who fails to pay their annual subscription within 3 months of the AGM shall have their membership suspended until the subscription is paid.

## 7. Subscription

At its sole discretion, the Board may fix annual membership fees. If so, fees must be paid no later than 3 months after the AGM for the year to which the fees pertain.

## 8. Suspension or Expulsion

- a) The Board may propose suspension or expulsion of any member who violates any provision of this Constitution or acts to the detriment of the Association.
- b) When so, the Board must ensure that said member receives written notice of such at least 28 days prior to the meeting at which the Board is to consider the proposal.
- c) The notice given must state:
  - 1. The venue, date and time of said meeting;
  - 2. The basis of the proposed action;
  - 3. The member's right to attend said meeting, with or without a representative;
  - 4. The member's right to make (written and/or oral) submissions to the Board in respect of the proposed action.
- d) At the pertinent Board meeting, the Board must:
  - 1. Ensure that the affected member (and/or their representative) has a reasonable opportunity to present their submissions;
  - 2. Give due consideration to those submissions and adjudicate accordingly;
  - 3. Determine the period of suspension (if applicable).
- e) Any decision by the Board to suspend or expel a member takes immediate effect.
- f) The Board must notify (in writing) the affected member within 7 days of its decision. The notice must contain the outcome and the associated rationale.
- g) A member so suspended or expelled may request, in writing, independent mediation. When so, the Independent Mediation process must be invoked (refer section 10). The mediation request must be conveyed to the Secretary no more than 14 days after receipt of the Board's decision.
- h) Whilst suspended, a member forfeits all membership rights.
- i) If a Board decision to suspend or expel a member is revoked as a result of mediation, that revocation does not invalidate any decision made at any meeting of the Association during the period of suspension or expulsion.



## 9. Expiry and Renewal of membership

- a) For ordinary and associate members, membership expires 5 years after the date of commencement (as recorded in the Membership Register).
- b) Within the above timeframe, membership may renewed via the process described at Section 5.2 ('Application for membership').
- c) If an endorsed membership renewal application is not received prior to expiry, then:
  1. The Association shall attempt, on 3 separate occasions, to make contact with the member using the contact details in the Membership Register.
  2. If, after 3 successive attempts, contact is not made with the member, then the Association will consider the membership to be lapsed. Where so, the Membership Register must be updated accordingly and all associated correspondence secured in the membership file.
  3. If the member indicates that they no longer wish to be a member, then the Membership Register must be updated accordingly and all associated correspondence secured in the membership file.
  4. If contact with the member is successful and the member indicates that they wish to continue their membership, then the Association must advise them to use the process described at Section 5.2 ('Application for membership').

## 10. Dispute Resolution

- a) Parties to a dispute must attempt to resolve the dispute among themselves within 14 days after the dispute is brought to the attention of each party.
- b) If no resolution occurs within the designated time, any party to the dispute may trigger the grievance process by giving written notice to the Secretary. Such notice shall detail the nature of the dispute and list the parties involved.
- c) Within 28 days of receiving of such notice, the Board must meet to consider and adjudicate on the dispute.
- d) When so, the Board must ensure that each party receives written notice of such at least 7 days prior to the meeting at which the Board is to consider the dispute.
- e) The notice given must state:
  1. The venue, date and time of said meeting;
  2. Each party's right to attend said meeting, with or without a representative;
  3. Each party's right to make (written and/or oral) submissions to the Board in respect of the dispute.
- f) **If:**
  1. A dispute is between the Association and one or more members; or
  2. Any party to a dispute has stipulated, in writing to the Secretary, that they:
    - a. Do not agree to the Board adjudicating on the dispute; or
    - b. Require independent mediation;



the Board **must not** adjudicate on the dispute and the Independent Mediation process must be invoked (refer section 10).

- g) At a Board meeting convened to consider a dispute, the Board must:
4. Ensure that each party (and/or their representative) has a reasonable opportunity to present their submissions;
  5. Give due consideration to those submissions and adjudicate accordingly.
- h) The Board must notify (in writing) each party to the dispute within 7 days of its decision. The notice must contain the outcome and the associated rationale.
- i) Any party to a dispute may request, in writing, independent mediation (refer section 10). The mediation request must be conveyed to the Secretary no more than 14 days after receipt of the Board's decision.

## 11. Independent Mediation

- a) All parties to a dispute shall be parties to the mediation.
- b) All parties to the mediation must reach consensus on the appointment of a mediator.
- c) The appointed mediator must be a person who acts as a mediator for at least one other not-for-profit body (e.g. a community legal centre).
- d) The mediator must not have:
  1. a personal stake in the matter to which the mediation pertains; or
  2. any prejudice towards any party to the mediation.
- e) All parties to the mediation must attempt, in good faith, to settle the matter to which the mediation pertains.
- f) At least 5 days prior to the mediation, each party to the mediation must provide the mediator with a written statement of the issues requiring consideration at the mediation.
- g) Throughout mediation, the mediator must ensure that each party to the mediation:
  1. has reasonable opportunity to be heard;
  2. gives due consideration to the submissions of all other parties; and
  3. receives natural justice throughout the mediation process.
- h) The mediator is not permitted to determine the outcome of mediation.
- i) The mediation must be confidential – no information provided during mediation may be used during any other proceedings that occur pertaining to the subject matter of the mediation.
- j) Mediation costs must be borne (equally) by the parties requesting mediation.

## 12. Board of Management

- a) The affairs of the Association must be managed by a Board of Management.
- b) The Board must, at all times, consist of between 6 and 10 members (inclusive) – comprising the Office Bearers and at least 1 ordinary Board member.



- c) The Board must take all reasonable steps to ensure that the Association complies with the Act, this Constitution and applicable by-laws.
- d) The Board shall meet as often as necessary so as to properly execute its functions and responsibilities. Excluding the AGM, the Board shall meet at least 6 times for each year it is in office.
- e) Following each AGM, each newly elected Board must convene its first Board Meeting as soon as practicable.
- f) Notice of each Board meeting must be provided to each member, at their contact address, at least 48 hours prior to the meeting.
- g) 5 Board Members present constitute a quorum for Board Meetings.
- h) Board Members are present at a meeting if they are in attendance:
  - 1. physically at the venue; or
  - 2. via a telecommunications device.
- i) If, within 30 minutes from the time appointed for a Board Meeting a quorum is not present, the meeting shall proceed and transact the business for which it was called without ratifying the proceedings. Unratified proceedings must be considered for endorsement at the next properly constituted meeting of the Board.
- j) The Board may, at any time, appoint additional members who shall take office until the AGM next following their appointment.
- k) The Board must ensure the proper account-keeping of all assets, liabilities, income and expenditure of the Association for each financial year.
- l) All questions at any meeting of the Board shall be determined by a majority of the votes of the members present each of whom shall be entitled to one vote. In any case of an equality of votes, the Chairperson of the meeting has the deciding vote.
- m) The Board may appoint a person to fill a casual vacancy occurring in the Board. Should an Office bearer position become vacant, the Board shall elect a replacement from among its members at the time such vacancy occurs.
- n) If, in the opinion of the President, a matter requires urgent consideration by the Board and the next scheduled Board meeting is more than 5 days hence, Board Members may consider the matter via written resolution. Any motion put by way of written resolution shall be valid and effectual as if passed at a Board Meeting if:
  - 1. a quorum of Board Members vote in favour of the motion in writing by the date set for return of responses;
  - 2. the resolution is reported to the next scheduled Board meeting;When so, the resolution takes effect as at the date set for return of responses.

## 13. Office Bearers

- a) The Board shall comprise the following Offices.
- b) **President** – the President shall:
  - 1. Consult with the Secretary regarding the business to be conducted at each meeting of the Association;



2. Convene and preside at all meetings of the Association;
  3. Be the spokesperson for the Association (but may delegate this as appropriate).
- c) **Vice Presidents** (1 or 2) – a Vice President shall:
1. Deputise for the President as required;
  2. Assist with the President's duties as required.
- d) **Secretary** – the Secretary (or their delegate) shall, at a minimum:
1. Manage the Association's correspondence;
  2. Maintain, as current, the Members Register of the Association;
  3. Maintain, as current, the Authority Register of the Association;
  4. Maintain, as current, this Constitution and any by-laws;
  5. Ensure safe custody of the non-financial records of the Association;
  6. Keep minutes of all proceedings of all Association meetings; and
  7. Issue notices of all meetings of the Association and of the Board.
- e) **Treasurer** – the Treasurer (or their delegate) shall, at a minimum:
1. Ensure that all amounts payable to the Association are collected and receipted in the Association's name;
  2. Ensure that all amounts received by the Association are deposited to the appropriate account – as directed by the Board;
  3. Ensure that all amounts paid by the Association are timely and authorised in accordance with the Board's directives;
  4. Ensure compliance with the relevant requirements of Part 5 of the Act;
  5. Keep accurate books and accounts showing the financial affairs of the Association;
  6. Ensure safe custody of the financial records of the Association;
  7. Ensure timely assistance to the appointed auditor during each audit of the Association's financial statements (as per Part 5 Division 5 of the Act);
  8. Ensure timely preparation of the Association's financial statements prior to their submission to the AGM;
  9. Ensure financial reports are provided regularly (at least quarterly) to the Board;
  10. Ensure that exceptional expenditure receives prior Board approval.
- f) **Chief Executive Officer (CEO)**
1. The Board shall appoint a CEO upon such terms and conditions as it decides.
  2. The Board may delegate to the CEO such powers and functions as it considers appropriate.
  3. The CEO shall be responsible for the day-to-day operations of the Association under authorisation of the President, subject to Board directives.
  4. The CEO shall attend all Board meetings, unless excused by the Board, but is not entitled to vote.

5. If there is no CEO at a point in time, any act, matter or thing required to be done by the CEO may be done by the Board (or its delegate). Further, any notice required to be given to the CEO may be given to the President (or their delegate).

## 14. Election to Board

- a) Any person may become a Board member if they are:
  1. A **current, ordinary** member of age 18 or more; and
  2. Not prohibited from being a Board member by law (as per Section 39 of the Act). Notably, this includes any person who:
    - a. Is, according to the Interpretation Act 1984 Section 13D, a 'bankrupt' or a person whose affairs are subject to insolvency laws;
    - b. Has been convicted, in any jurisdiction, of:
      - i. An indictable offence pertaining to a body corporate;
      - ii. An offence involving fraud or dishonesty resulting in imprisonment; or
      - iii. An offence under Division 3 or Section 127 of the Act.

NB: Where any conviction results in a custodial sentence, 5 years must elapse from the time of release before this clause is relaxed.
- b) Nominations for election to the Board must be in writing; signed by the nominee and countersigned by another member.
- c) Each such nomination must be delivered to the Secretary prior to the AGM. Late nominations may be accepted at the discretion of the AGM.
- d) If the total number of nominations does not exceed the total number of vacancies, the nominees shall be deemed to have been elected.
- e) If nominations to the Board exceed the number of vacancies:
  1. A secret ballot must be conducted to determine Board membership.
  2. The CEO shall act as returning officer with scrutineers appointed by the AGM.
  3. Once counting is finalised, the CEO (as returning officer) shall declare the elected board members – this declaration is final and conclusive.
- f) Each Board member shall hold office until:
  1. they cease to be a member of the Association or
  2. they resign from the Board or
  3. the election of a new Board at the next AGM.
- g) Board members may seek re-election.

## 15. Election of Office Bearers

- a) Board members may nominate directly for the positions of President, up to two Vice Presidents, an Honorary Secretary and an Honorary Treasurer.
- b) The Board shall determine the method of election of its Office Bearers.

## 16. Term of Office

- a) Board members shall hold office from the time of their election until death, resignation, or for a period of 2 years whichever occurs first.
- b) Of the Board members elected at the first AGM, half must retire at the following AGM – each may seek re-election. The Board shall determine those who shall retire.
- c) At any AGM, Board members who have served in the office for 2 consecutive years must retire. Each may seek re-election.
- d) Appointed members to the Board shall hold membership until the following AGM. Each may seek election.
- e) Board members may resign their membership by giving written notice of such to the Secretary or President. Resignation is effective at the time the notice is received unless the notice contains an alternative time.
- f) At any GM, the Association may remove a Board member from office and elect an eligible ordinary member to fill the vacant position.
- g) If a Board member is absent from 3 Board meetings without leave of absence from the Board, their Board position may be declared vacant.
- k) A person ceases to be a Board member if that person:
  1. dies or otherwise ceases to be a member;
  2. resigns from the Board or is removed from office;
  3. Is prohibited from being such by law;
  4. Becomes permanently incapable of performing their Board duties.

## 17. Sub-committees and Subsidiary Offices

- a) The Board may, in writing:
  1. appoint one or more sub-committees;
  2. create one or more subsidiary offices and appoint people to those offices.
- b) A sub-committee may co-opt non-Board members to it provided that the number of such persons does not exceed one-third of the sub-committee cohort.
- c) The Board may, in writing, delegate to a sub-committee or holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than:
  1. The power to delegate; and
  2. A *non-delegable* duty. That is, a duty imposed on the Board by law.
- d) A power or duty, the exercise or performance of which has been delegated to a sub-committee or the holder of a subsidiary office, may be exercised or performed by the sub-committee or holder of a subsidiary office in accordance with the terms of the delegation.
- e) The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the Board specifies in the document by which the delegation is made.

- f) The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- g) Any act or thing done by a sub-committee or holder of a subsidiary office, under a delegation, has the same force and effect as if it had been done by the Board.
- h) A person may be appointed to a subsidiary office whether or not that person is a member.
- i) Subject to any directions given by the Board:
  - 1. A sub-committee may meet and conduct business as it considers appropriate; and
  - 2. The holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.
- j) The Board may, in writing, amend or revoke any delegation.

## 18. Validity of Acts

All acts of the Board, any sub-committee, any member thereof or any officer of the Association are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of that member or officer.

## 19. General Meetings

- a) Notice of each GM must be sent to each member, at their contact address, no less than 20 working days prior to the scheduled time of the GM.
- b) The notice must:
  - 1. Specify the date, time and venue for the meeting;
  - 2. Outline the items to be considered at the meeting;
  - 3. Define exactly any proposed resolution to be considered at the meeting;
  - 4. State the right of each ordinary member to appoint a proxy for the meeting;
  - 5. Include the relevant form for nominating a proxy.
- c) 10 voting members present constitute a quorum for the conduct of business at any GM.
- d) For any GM, any voting member not present may assign, in advance, a signed proxy to an ordinary member present or the CEO.
- e) Members are present at a meeting if they are in attendance:
  - 1. physically at the venue; or
  - 2. via a telecommunications device.
- f) No business may be conducted at any GM unless a quorum is present.
- g) If a quorum is not present within 30 minutes of the time appointed of a GM, the meeting shall adjourn until such time that a new GM can be convened where a quorum are present to transact the business for which the meeting was called.
- h) The President (or, if absent, a Vice President) shall preside at each GM. If, within 10 minutes of the time appointed for the GM, none of the aforesaid persons is present (or

is unwilling to act as Chairperson), the meeting shall elect its own Chairperson from the members present.

- i) The Chairperson of any GM may adjourn the same with the consent of a majority of ordinary members present. On resuming any adjourned meeting, no business shall be transacted other than the business left unfinished when the adjournment occurred.

## 19.1 Voting at General Meetings

- a) On any one question at a GM, each ordinary member has one vote unless they have been appointed as proxy for another ordinary member.
- b) A motion is carried by a majority of votes unless it pertains to a Special Resolution.
- c) If the question is to accept the minutes of a previous GM, only the members present at that meeting may vote.
- d) If votes are divided equally on any motion, the Chairperson has the deciding vote.
- e) The Chairperson or any 3 (minimum) voting members present (or by proxy) may demand a poll on any question. Any such poll must be conducted during the meeting.
- f) When so, the Chairperson shall:
  - 1. Determine the timing and manner of the poll; and
  - 2. Declare the outcome of the poll.
- g) If the poll pertains to the election of the Chairperson or a meeting adjournment, the poll must be conducted immediately.
- h) The Chairperson shall declare the detail and outcome of each motion.
- i) The declaration of each motion must be recorded in the minutes of the meeting.

## 19.2 Special Resolutions

- a) Special Resolutions are required if the Association proposes to:
  - 1. Alter this Constitution;

**NB:** Whenever intending to so, it must comply with Part 3 Division 2 of the Act.

  - 2. Affiliate with another body;
  - 3. Request approval for the terms of amalgamation with one or more other incorporated associations;
  - 4. Apply for registration or incorporation as a prescribed body corporate (under section 93(1) of the Act);
  - 5. Voluntarily dissolve;
  - 6. Cancel its Incorporation;
  - 7. Request appointment of a statutory manager.
- b) A Special Resolution is carried if a majority of 75% of voting members present at a SGM convened to consider the resolution vote in favour of the resolution.

## 20. Annual General Meeting (AGM)

- a) The Association must convene an AGM every calendar year – within 6 months of its financial year end. The Board shall determine the date, time and venue thereof.
- b) The order of proceedings at each AGM shall be:
  1. Confirmation of the minutes of the immediately preceding AGM and of any SGM held since.
  2. Receipt and discussion of the President's report.
  3. Receipt and discussion of the annual financial statements and Auditor's report.
  4. Election of the Board.
  5. Appointment of Auditor.
  6. Determination of fees.
  7. Special business (if any) as proposed by written notice.
  8. General business.
- c) Any member may submit a resolution to an AGM. Where so, the resolution must be provided in writing to the Secretary no less than 30 business days prior to that AGM. Notice of proposed resolutions must accompany the notice of AGM.

## 21. Special General Meeting (SGM)

- a) The Board may convene a SGM should it so desire.
- b) The Board must convene a SGM if at least 20% of members:
  1. Formulate and submit a written request for a SGM to the Secretary;
  2. Clearly describe (in the request) the business to be considered at the SGM; and
  3. Individually sign the request.
- c) The Secretary shall summon a SGM to be held no later than 20 business days after receipt of any such valid request.
- d) If the Board does not convene a SGM within the required timeframe, the members making the request may convene the SGM.
- e) Where so:
  1. the SGM must be held within 3 months of the original request being submitted;
  2. the SGM may only consider the business described in the original request; and
  3. The Board must reimburse all reasonable expenses incurred by members as a result of convening the SGM.

## 22. Pecuniary Interest

If any member of the Association has a pecuniary interest in any matter which is under consideration by a GM or Board meeting, that member shall declare such interest and withdraw from deliberations and decisions on the matter unless the meeting deems the interest to be so trivial as to be unlikely to affect the member's judgement on the matter.





## 23. Minutes of Meetings

The Board shall ensure that:

- a) minutes of every GM and Board meeting are recorded;
- b) the minutes record:
  1. The names of each member attending the meeting;
  2. All apologies and proxy forms received by the Chairperson of the meeting;
  3. Supporting documents such as financial reports;
  4. The business considered by the meeting (including resolutions);
  5. The detail and outcome of each motion; and
  6. The declaration of each motion.
- c) the minutes of each meeting are:
  1. Declared accepted by the members present (at the subject meeting);
  2. Signed by the Chairperson (of the subject meeting); and
  3. Entered into the relevant books of the Association within 30 days of acceptance.

Once signed, the minutes shall be evidence that the proceedings were regular and occurred as recorded – they shall be binding on each member present.

## 24. Association Funds

- a) The Association shall operate such accounts (with financial institutions) as deemed necessary, by the Board, for efficient operations.
- b) All monies received by the Association shall be credited to said accounts.
- c) All monies paid by the Association shall be debited against said accounts.
- d) The authorised signatories for the operation of each account shall be as authorised by the Board.
- e) Every transaction on each account shall require 2 separate authorisations.
- f) All other transactions of a financial nature (e.g. loans, leases, etc.) shall require 2 separate authorisations – both of which must be an authorised Board member.

## 25. Financial Statements and Audit

The Board shall:

- a) Ensure the timely preparation of financial statements, in accordance with the requirements of Part 5 of the Act, every year.
- b) Ensure its financial accounts and statements are audited (at least once) every year.
- c) Present the audited financial statements and auditor's report at the immediately ensuing AGM.



- d) Appoint an auditor for the financial year succeeding that to which the presented financial accounts pertain.
- e) Announce each appointment at the pertinent AGM.

## 26. Notifying members

- a) Any notice that is due to be given to any member shall be deemed not given unless:
  - 1. It is written; and
  - 2. Has been delivered via the chosen communication mechanism, to the contact address for that member.

## 27. Common Seal and Executing Documents

- a) The Association shall have a Common Seal bearing its name in legible characters.
- b) The Board must provide for ongoing safe custody of the Seal.
- c) The Board shall designate at least 2 Seal holders.
- d) The Seal may only be used under authority from the Board.
- e) Every instrument to which the seal is affixed must be signed by 2 Seal holders in whose presence the same is affixed.
- f) The Secretary must make a written record of each use of the Seal.

## 28. Inspection of Records

- a) If any member wishes to inspect:
  - 1. records pertaining to the proceedings of a Board meeting, the member must receive prior approval from the Board;
  - 2. any other record (including the Registers), the member must make the necessary arrangements via the Secretary.
- b) Given permission to inspect, a member may copy or extract details from such record.
- c) There must be no charge for any inspection of any Association record.
- d) No member may remove any Association record.
- e) In respect of the Association Registers, if any member:
  - 1. wishes to copy or extract details from a Register, or
  - 2. submits a written request to be provided with details from a Register;the Board may require that member to disclose, via a statutory declaration, their purpose for the requested details and how that purpose pertains to the Association.
- f) No member may use or disclose information obtained from any Association record unless the purpose:
  - 1. Relates directly to the affairs of the Association; or
  - 2. Upholds compliance with the Act.



## 29. Publication of Statement about Association Business

- a) No committee member may publish, or cause to be published, any statement about the business conducted by the Association at a GM or Board meeting unless:
  - 1. Formal authority to do so has been given at a Board meeting, and
  - 2. The minutes of the pertinent Board meeting record said authority.

## 30. Dissolution

- a) If solvent, the Association may be wound up voluntarily if it so resolves by Special Resolution.
- b) At dissolution of the Association:
  - 1. All Community Housing Assets and related artefacts (records, securities, etc.) must be returned to the Housing Authority or transferred to another registered CHP in Western Australia; and
  - 2. All other surplus property (i.e. property remaining after settlement of all debts, liabilities and dissolution costs) must be distributed:
    - a. to one or more entities having similar objects to the Association – each of which must be approved as a Public Benevolent Institution under sub-paragraph 78 (1) (a) (ii) of the Income Tax Assessment Act; and
    - b. as determined by Special Resolution, the substance of which must comply with Section 24(1) of the Act.
  - 3. The Deputy Commissioner of Taxation must be notified of the date of dissolution of the Association.
- c) A Judge of the District Court shall determine the distribution of surplus property in the absence of a conforming Special Resolution.

## 31. DGR Revocation

- d) If the Association loses its endorsement as a Deductible Gift Recipient (DGR), all surplus gifts and deductible contributions must be distributed:
  - 1. to one or more entities having similar objects to the Association – each of which must be approved as a Public Benevolent Institution under sub-paragraph 78 (1) (a) (ii) of the Income Tax Assessment Act; and
  - 2. as determined by Special Resolution, the substance of which must accord with Section 24(1) of the Act.