

Australian Women's Health Network

CONSTITUTION 2015

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Australian Women's Health Network

RULES OF THE ASSOCIATION

1. Name

The name of the Association shall be The Australian Women's Health Network Incorporated ('AWHN').

2. Statement of Purposes

- (A) Provide a national voice for women's health issues based on informed consultation with members.
- (B) Through the application of a social view of health incorporating a health promotion framework incorporating the social view of health using a variety of interventions, prevent illness, disease and injury and promote women's independence, health and wellbeing using a variety of interventions.
- (C) Provide a woman-centred analysis of all models of health care and research.
- (D) Support and provide a link for State and Territory women's health networks.
- (E) Support and foster the development of women's health services for women by women.
- (F) Advocate, including working in partnership with others, on issues affecting women's health.
- (G) Undertake activities to promote public awareness and critique national health policy within a social view of health.
- (H) Coordinate the sharing of information, skills and resources to empower members, maximise their effectiveness and strengthen AWHN.
- (I) Promote informed and effective participation of women in all decision making which affects their health and well-being.
- (J) Promote equity within the health system and equitable access to services for all women, in particular those women disadvantaged by race, class, education, age, poverty, sexuality, disability, geographical location, cultural isolation and language.
- (K) Work towards securing women's control over and responsibility for our own sexual health and reproduction.

- (L) To engage in charitable and/or benevolent activities which are consistent with these purposes.
- (M) To engage in any activity which is consistent with these purposes and which concerns women's health and well-being.

3. Definitions for Rules

Financial year means the year ending on 30 June

Member means a member, however described, of the association

National means Australia

Ordinary board member means a member of the board who is not an office bearer of the association as mentioned in Rule 5.2.

Secretary means the person holding office under these Rules as secretary of the association or, if no such person holds that office, the public officer of the association.

The Act means the ACT Associations Incorporation Act 1991

The regulation means the ACT Associations Incorporation Regulation 1991

Application of Legislation Act 2001 applies to these rules in the same way as it would if they were an instrument made under the Act.

4. Membership

4.1 Membership qualification

Membership is open to individuals and organisations who support the AWHN Statement of Purposes.

- (1) Organisations applying for membership must nominate one woman to represent the organisation for the purpose of Clause 4.4.

4.2 Membership Fees

The Board sets the membership fee of AWHN from time to time.

4.3 Members liabilities

The liability of a member 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 relation to membership of the association as required by (insert number when drafting approved and complete).

4.4 Rights of Members

Each member whether individual or organisation is entitled to:

- (a) attend all general meetings,
- (b) one vote, at any such meeting in which they participate
- (c) apply to be on the Board of the association.

4.5 Cessation of membership

Membership may be ceased by:

- (1) The member giving written notice of resignation;
- (2) The member failing to pay the subscription by the due date.

4.6 Disciplining of members

- (1) If the board is of the opinion that a member-
 - (a) has persistently refused or neglected to comply with a provision of these rules; or
 - (b) has persistently and willfully acted in a manner prejudicial to the interests of the association;

the board may, by resolution—

- (c) expel the member from the association; or
 - (d) suspend the member from the rights and privileges of membership of the association that the board may decide for a specified period.
- (2) A resolution of the board under sub rule (1) is of no effect unless the board, at a meeting held not earlier than 14 days and not later than 28 days after service on the member of a notice under sub rule (3), confirms the resolution in accordance with this section.
- (3) If the board passes a resolution under sub rule (1), the secretary must, as soon as practicable, serve a written notice on the member—
 - (a) setting out the resolution of the board and the grounds on which it is based; and
 - (b) stating that the member may address the board at a meeting to be held not earlier than 14 days and not later than 28 days after service of the notice; and
 - (c) stating the date, place and time of that meeting; and
 - (d) informing the member that the member may do either or both of the following:
 - (i) attend and speak at that meeting;
 - (ii) submit to the board at or before the date of that meeting written representations relating to the resolution.
- (4) Subject to the Act, section 50 Rules of Natural Justice, at a meeting of the board mentioned in sub rule (2), the board must—
 - (a) give to the member mentioned in sub rule (1) an opportunity to make oral representations; and

- (b) give due consideration to any written representations submitted to the board by that member at or before the meeting; and
 - (c) by resolution decide whether to confirm or to revoke the resolution of the board made under sub rule (1).
- (5) If the board confirms a resolution under sub rule (4), the secretary must, within 7 days after that confirmation, by written notice inform the member of that confirmation and of the member's right of appeal under rule 4.7.
- (6) A resolution confirmed by the board under sub rule (4) does not take effect—
- (a) until the end of the period within which the member is entitled to appeal against the resolution if the member does not exercise the right of appeal within that period; or
 - (b) if within that period the member exercises the right of appeal— unless and until the association

4.7 Right of appeal of disciplined member

- (1) A member may appeal to the association in general meeting against a resolution of the board that is confirmed under rule 4.6 (4), within 7 days after notice of the resolution is served on the member, by lodging with the secretary a notice to that effect.
- (2) On receipt of a notice under sub rule (1), the secretary must notify the board which must call a general meeting of the association to be held within 21 days after the date when the secretary received the notice or as soon as possible after that date.
- (3) Subject to the Act, section 50 Rules of Natural Justice, at a general meeting of the association called under sub rule (2)—
- (a) no business other than the question of the appeal may be transacted; and
 - (b) the board and the member must be given the opportunity to make representations in relation to the appeal orally or in writing, or both; and
 - (c) the members present must vote by secret ballot on the question of whether the resolution made under rule 4.6 (4) should be confirmed or revoked.
- (4) If the meeting passes a special resolution in favour of the confirmation of the resolution made under rule 4.6 (4), that resolution is confirmed.

5. Board

5.1 Powers and responsibilities of the board

The board, subject to the Act, the regulations, these rules, and to any resolution passed by the association in general meetings:

- (1) controls and manages the affairs of the association; and
- (2) may exercise all functions that may be exercised by the association other than those functions that are required by these rules to be exercised by the association in general meeting; and
- (3) has power to perform all 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; and
- (4) submit to the members annually a report on its activities and plans, and an audited account of the administration of the funds of AWHN for the preceding financial year.

5.2 Board membership

- (1) The Board consists of a maximum number of 16 and a minimum number of 5 Board members, with:
 - (a) one position to be preserved for each state and territory, and
 - (b) office bearers to be drawn from the 16 members.
- (2) The office bearers of the association are:
 - (a) Chairperson
 - (b) Deputy Chairperson
 - (c) Treasurer
 - (d) Secretary

5.3 Election of Board members

- (1) Expressions of interest in being nominated for election for a period of three years as Board members:
 - (a) must be called for no later than 49 days (7 weeks) before the annual general meeting. The Returning Officer must call for expressions of interest to fill elected Board member vacancies by sending a notice to the AWHN Members.
 - (b) must include:
 - i. an application profile (in the form determined by the Board)
 - ii. a curriculum vitae
 - iii. a self-assessment against the skills and experience matrix (in the form and as determined by the Board)

- iv. a short submission on what they would contribute to the AWHN;
- (c) must be made in writing and submitted by post or email;
- (d) must be given to the Returning Officer of AWHN not less than 35 days (5 weeks) before the annual general meeting.

Sunset Clause:

In order to give early effect to the change from two years to three years, that the terms of office of all Board members as at 15 April 2015 be extended by one year.

- (2) If insufficient expressions of interest are received to fill all vacancies on the Board, the candidates recommended to the Board for nomination are taken to be elected.
- (3) Any vacant positions remaining on the Board, following election of all nominees, are taken to be vacancies.
- (4) If the number of nominations recommended for election is equal to the number of vacancies to be filled, the people recommended for election are taken to be elected.
- (5) If the number of people recommended for nomination received exceeds the number of vacancies to be filled, a ballot must be held.
- (6) The ballot for the election of Board members must be conducted in the way the Board may direct.

5.4 Chairperson

The chairperson (or in her absence a deputy chairperson) presides at each board meeting, annual general meeting and general meeting of the association and, in the absence of both these office bearers the members present must elect one of their number to preside over the meeting.

5.5 Deputy Chairperson

In the absence of the chairperson, a deputy chairperson presides at each board meeting, annual general meeting and general meeting of the association and, in the absence of both these office bearers the members present must elect one of their number to preside over the meeting.

5.6 Secretary

- (1) The secretary of the association must, as soon as practicable after being appointed as secretary, notify the association of his or her address.

- (2) The secretary must keep minutes of—
 - (a) all elections and appointments of office-bearers and ordinary board members; 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 person presiding at the meeting or by the person presiding at the next succeeding meeting.

5.7 Treasurer

- (1) The treasurer of the association must—
 - (a) collect and receive all amounts owing to the association and make all payments authorised by the association; and
 - (b) keep correct accounts and books showing the financial affairs of the association with full details of all receipts and expenditure connected with the activities of the association.

5.8 State/Territory representatives

State/Territory representatives will facilitate local activity for AWHN membership recruiting and AWHN representation and activity within their State/Territory as needed.

5.9 Vacancies

- (1) For these rules, a vacancy in the office of a member of the board happens if the member—
 - (a) dies; or
 - (b) ceases to be a member of the association; or
 - (c) resigns the office; or
 - (d) is removed from office under sub rule 5.8; or
 - (e) becomes an insolvent under administration within the meaning of the Corporations Act; or
 - (f) suffers from mental or physical incapacity; or
 - (g) is disqualified from office under the Act, section 63 (1); or
 - (h) is absent without the consent of the board from all meetings of the board held during a period of 6 months.

5.10 Filling Casual Vacancies

The Board may appoint a financial member of the Association to fill any vacancy on the Board for the balance of the term of the outgoing member.

5.11 Removal of board members

The association in general meeting may by resolution, subject to the Act, section

50 Rules of Natural Justice, remove any member of the board from the office of member of the board before the end of the member's term of office

5.12 Board meetings and quorum

- (1) The board must meet at least 3 times in each calendar year at the place and time that the board may decide.
- (2) Meetings can be held either in person, by teleconferencing, videoconferencing or by email.
- (3) Additional meetings of the board may be called by any member of the board.
- (4) 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.
- (5) Notice of a meeting given under sub rule (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business may be transacted at the meeting, except business that the board members present at the meeting unanimously agree to treat as urgent business.
- (6) Any 3 members of the board constitute a quorum for the transaction of the business of a meeting of the board.
- (7) No business may be transacted by the board unless a quorum is present and, if within half an hour after the time appointed for the meeting a quorum is not present, the meeting stands adjourned to the same place and at the same hour of the same day in the following week.
- (8) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the meeting, the meeting is dissolved.
- (9) At meetings of the board—
 - (a) the chairperson or, in the absence of the chairperson, a deputy chairperson presides; or
 - (b) if the chairperson and deputy chairperson are absent—1 of the remaining members of the board may be chosen by the members present to preside.

5.13 Delegation by board to sub-committee

- (1) The board may, in writing, delegate to 1 or more sub-committees (consisting of the member or members of the association that the board considers appropriate) the exercise of the functions of the board that are specified in the rules, other than—
 - (a) this power of delegation; and
 - (b) a function that is a function imposed on the board by the Act, by any other Territory law, or by resolution of the association in general meeting.
- (2) A function, the exercise of which has been delegated to a sub-committee under this rule 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 rule may be made subject to any conditions or limitations about the exercise of any function, or about time or circumstances that may be specified in the instrument of delegation.
- (4) Despite any delegation under this section, 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 rule, has the same force and effect as it would have if it had been done or suffered by the board.
- (6) The board may, in writing, revoke wholly or in part any delegation under this section.
- (7) A sub-committee may meet and adjourn as it considers appropriate.

5.14 Voting and decisions

- (1) Questions arising at a meeting of the board or of any sub-committee appointed by the board are decided 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 1 vote but, if the votes on any question are equal, the person presiding may exercise a second or casting vote.
- (3) Subject to rule 5.9 (5), 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.
- (5) Meetings can be held in person, by teleconference, videoconference or by email.

6. General Meetings

6.1 Annual General Meetings – holding of

- (a) Annual general meetings of the association shall be held each calendar year; and
- (b) shall be held no later than 5 months after the close of the financial year.

6.2 Annual general meetings – calling of and business at

- (1) The annual general meeting of the association must, subject to the Act, be called on the date and at the place and time that the board considers appropriate, and members may attend via teleconference and/or videoconference technology facility.
- (2) In addition to any other business that may be transacted at an annual general meeting, the business of an annual general meeting is—
 - (a) to confirm the minutes of the last annual general meeting and of any general meeting held since that meeting; and
 - (b) to receive from the board reports on the activities of the association during the last financial year; and
 - (c) to receive the Returning Officers report on the outcome of the election for AWHN Board members; and
 - (d) to receive and consider the statement of accounts and the reports that are required to be submitted to members under the Act, section 73 (1).
- (3) An annual general meeting must be specified as such in the notice calling it in accordance with rule 6.4 (Notice).
- (4) An annual general meeting must be conducted in accordance with the provisions of this part.
- (5) A qualified person will be appointed by the Board as auditor and notified to the AWHN Annual General Meeting.

6.3 General meetings – calling of

- (1) The board may, whenever it considers appropriate, call a general meeting

of the association.

- (2) The board must, on the requisition in writing of not less than 5% of the total number of members, call a general meeting of the association.
- (3) A requisition of members for a general meeting—
 - (a) must state the purpose or purposes of the meeting; and
 - (b) must be signed by the members making the requisition; and
 - (c) must be lodged with the secretary; and
 - (d) may consist of several documents in a similar form, each signed by 1 or more of the members making the requisition.
- (4) If the board fails to call a general meeting within 1 month after the date when a requisition of members for the meeting is lodged with the secretary, any 1 or more of the members who made the requisition may call a general meeting to be held not later than 3 months after that date.
- (5) A general meeting called by a member or members mentioned in sub rule (4) must be called as nearly as is practicable in the same way as general meetings are called by the board and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense so incurred.

6.4 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 send, as outlined in Rule 13, to each member at the member's address appearing in the register of members, a notice 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, send notice to each member in the way provided in sub rule (1) specifying, in addition to the matter required under that sub rule, the intention to propose the resolution as a special resolution.
- (3) No business other than that specified in the notice calling a general meeting may be transacted at the meeting except, for an annual general meeting, business that maybe transacted under rule 6.2 (2).
- (4) A member desiring to bring any business before a general meeting may

give written notice 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.

6.5 General meetings – procedure and quorum

- (1) No item of business may be transacted at a general meeting unless a quorum of members entitled under these rules to vote is present during the time the meeting is considering that item.
- (2) Meeting may be held at a physical location or via teleconferencing and/or videoconferencing technology facility.
- (3) Five members present in person (who are entitled under these rules to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (4) If within 30 minutes after the appointed time for the start of a general meeting a quorum is not present, the meeting if called on the requisition of members is dissolved and in any other case stands adjourned to the same day in the following week at the same time and (unless another place is specified at the time of adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (5) If at the adjourned meeting a quorum is not present within 30 minutes after the time appointed for the start of the meeting, the members present (being not less than 3) constitute a quorum.

6.6 Adjournment

- (1) The person presiding at 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 may 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 sub rules (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.

6.7 Making decisions

- (1) A question arising at a general meeting of the association is to be decided on a show of hands, by indication orally or by electronic notice and, unless before or on the declaration of the show of hands a poll is demanded, a declaration by the person presiding that a resolution has, on a show of hands, indication orally or by electronic notice 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.
- (2) At a general meeting of the association, a poll may be demanded by the person presiding or by not less than 3 members present in person or by proxy at the meeting.
- (3) If the poll is demanded at a general meeting, the poll must be taken—
 - (a) immediately if the poll relates to the election of the person to preside at the meeting or to the question of an adjournment; or
 - (b) in any other case—in the way and at the time before the close of the meeting that the person presiding directs, and the resolution of the poll on the matter is taken to be the resolution of the meeting on that matter.

6.8 Voting

- (1) Subject to sub rule (3), on any question arising at a general meeting of the association a member has 1 vote only.
- (2) All votes must be given personally or by proxy but no member may hold more than 5 proxies.
- (3) If the votes on a question at a general meeting are equal, the person presiding is entitled to exercise a second or casting vote.
- (4) A member or proxy is not entitled to vote at any general meeting of the association unless all money due and payable by the member or proxy to the association has been paid, other than the amount of the annual subscription payable for the then current year.

6.9 Proxies

- (1) Each member is entitled to appoint another member as proxy by notice given to the secretary no later than 24 hours before the time of the meeting for which the proxy is appointed.
- (2) The notice appointing the proxy must be in the form set out in appendix 2.

7. Funds

- (1) The funds of the association must be derived from entrance fees and annual

subscriptions of members, donations, grants and sale of publications and, subject to any resolution passed by the association in general meetings and subject to the Act, section 114, any other sources that the board decides.

- (2) All money received by the association must be deposited as soon as practicable and without deduction to the credit of the associations bank account.
- (3) The association must, as soon as practicable after receiving any money, issue an appropriate receipt.
- (4) Subject to any resolution passed by the association in general meeting, the funds of the association must be used for the statement of purposes objects of the association.
- (5) Receive gifts, legacies and other benefits provided that the raising of funds and the receipt of gifts legacies or other benefits are compatible with the continued independence of AWHN.
- (6) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments shall be signed by at least two persons nominated by the board for that purpose.
- (7) The association shall maintain a separate gift fund for the purposes of:
 - (a) Receiving gifts of money or property for the principal purposes and activities of the association;
 - (b) Receiving interest derived from the gift fund;
 - (c) Purchasing property or services for the principle purposes and activities of the association;
 - (d) Payment of reasonable costs of managing the gift fund.

8. Public Officer

- (1) The board shall appoint a woman who is a resident of the Australian Capital Territory to be the Public Officer of the Association.
- (2) If the office becomes vacant, shall within fourteen days after it becomes vacant, appoint a member who is resident in the Australian Capital Territory to fill the vacancy.
- (3) The office of the Public Officer becomes vacant if the woman holding that office:
 - (a) dies;
 - (b) becomes bankrupt or applies to take or takes advantage of any law relating to bankrupt or insolvent creditors or compounds with his or her

- creditors,
- (c) resigns her office by writing under her hand addressed to the board,
- (d) is removed as Public Officer by resolution of the board;
- (e) ceases to be a resident of the Australian Capital Territory.

9. Alteration of Statement of Purposes and Rules

Neither the statement of purposes nor the rules may be amended except in accordance with the Act which includes a requirement for a special resolution passed by at least three-quarters of members who are entitled to vote, either in person or proxy, at a general meeting of the association and lodgment of the amendments with the ACT registrar-general.

10. Common Seal

- (1) The common seal of the Association shall be kept in the custody of a delegate of the Board.
- (2) The Seal shall not be affixed to any instrument except by authority of the Board and the affixing of the common seal shall be attested by the signatures of two members of the Board.

11. Custody of Books

Subject to the Act, the regulations and these rules, the secretary must keep in her custody or under her control all records, books, and other documents relating to the association

12. Inspection of books

The records, books and other documents of the association must be open for inspection at a place in the ACT, free of charge, by a member of the association at a reasonable hour and with due notice.

13. Service of notice

Any notice required by law or under these rules to be given to any member of the Association shall be given by sending it by either

- (1) electronic means where the member has given consent and notified the Association of the relevant contact details. A notice forwarded by electronic means shall be deemed to have been served, unless the sender is notified of a malfunction in transmission, on the day of transmission if transmitted during a business day, otherwise on the next following business day.
- (2) post to the member at the registered address of such member or (if there is no registered address within the State) to the address if any, within the State supplied by the member to the Association for the giving of notices. Where a

notice is sent by post, service of the notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and to have been effected in the case of a notice of a meeting on the third day after the date of its posting, and in any other case at the time at which the letter would be delivered in the ordinary course of post.

14. Winding Up/ Dissolution clause

- (1) The association may be voluntarily wound up if the Association has, by special resolution, resolved that it be wound up.
- (2) In the event of the association being wound up, any surplus assets remaining after payment of the association's liabilities shall be transferred to another organisation with similar purposes.
- (3) If the gift fund is wound up or if the endorsement (if any) of the association as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it, shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.