

CONSTITUTION

ISHAR MULTICULTURAL WOMENS HEALTH SERVICES (INC)

REVISED 2018



Multicultural Women's
Health Services

Inspiring women, families & communities
ishar.org.au

CONSTITUTION AND RULES

PART 1 – NAME

- 1.1 The name of the Association shall be Ishar Multicultural Women’s Health Services (Inc.) – (the “Association”)

PART 2 – OBJECTS

- 2.1 The objects for which the Association (the “Objects”) is formed are non-profit making and are:

- 2.1.1 to establish and operate a women’s community and health service with a commitment to the philosophy of multiculturalism, with a focus being maintained at all times, and to aid in the relief of poverty, sickness, suffering, distress, misfortune, destitution or helplessness; and,
- 2.1.2 to promote the overall self esteem, independence and responsibility for their own bodies and health, of all women in whatever way is appropriate to the individual women concerned; and,
- 2.1.3 to operate the service for the benefit of all women regardless of age, race, religion, politics or lifestyle, and to be affordable to the most disadvantaged members of the community; and
- 2.1.4 to carry out research and collect information about the needs of women in the community, and in particular the health needs of women; and
- 2.1.5 to foster public awareness of the health needs of women; and
- 2.1.6 to do all such things as are incidental or conducive to the attainment of accessible multicultural health services.
- 2.1.7 The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

PART 3 – DEFINITIONS

- 3.1 A reference to:

- **“General meeting”** means a meeting of the Members of the Association, and includes the Annual General Meeting and an Extraordinary General Meeting.
- **“AGM”** means the Annual General Meeting of the Association.
- **“EGM”** means an Extraordinary General Meeting of the Association.
- **“Board”** means the Board of Directors of the Association.
- **“Appointees”** means members of the Board of Directors of the Association who are appointed to the Board of Directors under Part 6 of the Constitution.
- **“Member”** means an approved member of the Association.

- **“Year”** means an Australian financial year.
- **“Officer”** refers to Executives of the Board of Directors – Chairperson and Vice Chairperson.

PART 4 - POWERS

4.1 The Association has the power to:

- 4.1.1 accept a donation, grant or gift of any real or personal property and money:
 - i. Whether made by will or otherwise,
 - ii. From any person including the State, Commonwealth and Local Governments, regardless of whether it is made conditionally or unconditionally;
- 4.1.2 use a donation, grant or gift;
- 4.1.3 hold any stake, interest or license in land;
- 4.1.4 enter into contracts;
- 4.1.5 operate a multicultural women’s service;
- 4.1.6 In relation to real or personal property:
 - i. borrow and lend money;
 - ii. Purchase or in any other manner acquire and hold any real or personal property;
 - iii. let, sell, manage, exchange, hire or dispose of all or part of the real or personal property of the Association;
 - iv. execute all such transfers, deeds, mortgages, assurances, instruments, writings and other things that may be necessary or desirable; and
 - v. otherwise deal with the real or personal property of the Association;
- 4.1.7 provide remuneration, in good faith, to any employee of the Association or other persons not being a member of the Association in return for any services actually rendered to the Association;
- 4.1.8 affiliate with other organisations in Australia;
- 4.1.9 seek and appoint Patrons and Ambassadors;
- 4.1.10 appoint as accountants or solicitors of the Association such firms of accountants or solicitors whether honorary or otherwise as may be deemed necessary or advisable;
- 4.1.11 use any power conferred or implied by the *Associations Incorporations Act 2015 (WA)* to do those things:
 - i. That are incidental or conducive to the objects of the Association; and,
 - ii. For the purpose of carrying out the objects of the Association; and
- 4.1.12 To use any power conferred by the *Corporations Act 2001 (Cth)*.

4.2 Except as otherwise provided by Section 4.1, the income and property of the Association may only be dealt with in support of the Objects of the Association and

may not be paid or transferred to any member of the Association, directly or indirectly, whether made:

- 4.2.1 By way of a dividend or bonus; or,
 - 4.2.2 Otherwise in a manner that provides a profit to any member.
- 4.3 Nothing in the Constitution may be construed so as to permit the Association to pursue the purpose of securing profit to any member of the Association.
- 4.4** An exercise of power under this Constitution is not authorized where the exercise of the power:
- 4.4.1 Is inconsistent with the Objects of the Association; or
 - 4.4.2 Is otherwise inconsistent with this Constitution; or contravenes an applicable law.

PART 5 - MEMBERSHIP

- 5.1 The Association must keep and maintain - in an up to date condition - a register of the members of the Association and their postal, email or residential addresses and, upon the request of a member of the Association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 5.1.1 The Registrar must cause the name of a person who dies or who ceases to be a member to be deleted from the register of members.
- 5.2 The members may from time to time at a General meeting determine the amount of the subscription (if any) to be paid by each member.
- 5.2.1 Each member must pay annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription (if any) determined under sub-rule (5.2).
 - 5.2.2 Subject to sub-rule 5.2, a member whose subscription is not paid within three (3) months after the relevant date fixed, ceases on the expiry of that period to be a member, unless the Board decides otherwise.
 - 5.2.3 A person exercises all the rights and obligations of a member for the purposes of these rules if his or her subscription is paid on or before the relevant date or within three (3) months thereafter, or such other time as the Board allows.
- 5.3 Any person or organisation may become a member of the Association upon:
- 5.3.1 Making an application for membership; and,
 - 5.3.2 The application being accepted by the Association.
- 5.4 A person who is an employee of the Association may only become a non-voting Member of the Association.
- 5.5 A member whose membership is current shall be entitled to vote at any General meeting including an AGM and an EGM.
- 5.6 Voting at General meetings shall be by a simple majority of Members present and

- eligible to vote provided that a quorum is present.
- 5.7 A quorum shall consist of at least 20 Members or ten (10) per cent of Members (whichever number is smaller), including at least one Officer of the Association.
 - 5.8 In the event that a quorum is not present, the meeting will be adjourned to a date to be arranged.
 - 5.9 In the case of a tied vote a re-vote shall be called.
 - 5.10 In the case of a further tied vote, the Chairperson shall have a deliberative vote.
 - 5.11 A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.
 - 5.13 A Member's membership ends:
 - 5.13.1 At the end of the current financial year; or
 - 5.13.2 Where the Member resigns from membership or dies; or,
 - 5.13.3 In the case of an employee who is also a Member under Part 5.4, the employee ceases to be a member upon the conclusion of any employment by the Association.

PART 6 - BOARD OF DIRECTORS

- 6.1 The Board of Directors (The "Board") shall consist of:
 - 6.1.1 Chairperson;
 - 6.1.2 Vice-Chairperson
 - 6.1.3 Up to six (6) additional elected members , and
 - 6.1.4 Up to three (3) appointed members
- 6.2 The Board shall meet at least six (6) times in one (1) year to properly attend to all the business of the Association for that year.
- 6.3 The term of membership on the Board is:
 - 6.3.1 Two (2) years for all elected members of the Board; and
 - 6.3.2 For a Member appointed to fill a casual vacancy, for the remainder of that term or until the next General meeting.
 - 6.3.3 A maximum of six (6) years.
- 6.4 Members of the Board must be elected by ballot at the Annual General Meeting, except as provided in this Part.
- 6.5 At each AGM, one half of the elected positions on the Board must be re-elected.
- 6.6 A person may only be appointed to the Board if:
 - 6.6.1 They are accepted by the Board; and,
 - 6.6.2 They have skills, knowledge or experience relevant to projects being undertaken by the Association at that time.
- 6.7 Meetings and Proceedings of the Board
 - 6.7.1 The Chairperson when directed by the Board, or if requested in writing by

- not less than three (3) Directors of the Board, must call a meeting of the Board.
- 6.7.2 Except as otherwise provided in these Rules, questions arising at any meeting of the Board will be decided by a majority of votes of Board Directors. The Chairperson will not have a deciding vote in the case of an equality of votes and if this occurs the motion will be declared lost.
- 6.7.3 No business will be transacted at any meeting of the Board unless a quorum is present when the meeting proceeds to business. The quorum for a meeting will be the nearest whole number of Directors greater than one half of the Board of Directors, including at least one Officer of the Association.
- 6.7.4 Subject to the Rules, the Association will be managed and controlled by the Board which will be entitled to exercise all or any of the powers, authorities or discretions for the time being vested in or exercisable by the Association.
- 6.7.5 Any written resolution circulated either in hard copy or electronically, and agreed by a majority of Board Directors will have the same force and effect as a resolution passed at a duly convened meeting of the Board. These resolutions must be noted in the minutes of the next Board meeting.
- 6.7.6 Conference calls or videoconferencing may be utilised to enable Board Directors to participate in meetings.
- 6.8 The powers of the Association under Part 4 of this constitution are vested in the Board of the Association.
- 6.9 The Board has the power to:
- 6.9.1 Undertake all acts and deeds for the proper management of the Association;
- 6.9.2 Appoint sub-committees consisting of Members of the Association, and other persons co-opted for a specific purpose or project, which are to report back to the Board of Directors, as and when required;
- 6.9.3 Regarding employees and volunteers of the Association:
- i. Enter into contracts with them;
 - ii. Discipline them; and/or
 - iii. Dismiss them in accordance with the Terms and Conditions of their employment; as may be required, and at its discretion.
- 6.9.4 Do any other things as may be required, at its discretion:
- i. That are incidental or conducive to the objects of the Association; and,
 - ii. For the purpose of carrying out the objects of the Association.
- 6.10 Responsibilities of Board Directors:
- 6.10.1 Meet all fiduciary and ethical responsibilities required under the *Associations Incorporations Act (WA) 2015* and other relevant legislation;
- 6.10.2 Work to the Objects of the Association;
- 6.10.3 Attend Board meetings; and
- 6.10.4 Ensure financial leadership and management is in place and supported by

a governance policy and procedures.

- 6.11 An exercise of power under this Part is invalid if inconsistent with Part 4.
- 6.12 A Board Director may not accept paid employment with Ishar, unless:
- 6.12.1 The employment is authorised by a resolution of the Association;
 - 6.12.2 The employment is on a time-limited, contractual basis.
 - 6.12.3 The member of the Board:
 - a. Holds the qualifications or professional registration(s) required for the position; and,
 - b. Stands down from the Board for the period of their employment by Ishar.
 - 6.12.4 The Board Director must abide by the Board's confidentiality requirements whilst in employment.
 - 6.12.5 Failure to abide by the Board's confidentiality requirements shall result in expulsion from the Association in accordance with Part 13 of this Constitution.

Nothing in this Part limits or affects the operation of any confidentiality agreements not created under this Part, including confidentiality agreements applicable to members of the Board outside their paid employment.

- 6.13 A Member of the Board who fails to attend three (3) consecutive meetings of the Board without an authorised leave of absence shall forfeit his/her position on the Board.

PART 7-THE OFFICERS

- 7.1 The Officers of the Association are:
- i. the Chairperson; and
 - ii. the Vice-Chairperson.
- 7.2 The Chairperson must:
- 7.2.1 Call Meetings of the Board
 - 7.2.2 Chair meetings of the Board;
 - 7.2.3 Ensure that the Association and the Board comply with all relevant rules and by-laws;
 - 7.2.4 Ensure that the Board of Directors properly fulfils its responsibilities; and
 - 7.2.5 Ensure that all books, documents, records and registers, including financial and accounting records of the Association, are securely kept at a place the Board specifies to the Chief Executive Office.
- 7.3 The Vice-Chairperson stands in for the Chairperson when the Chairperson is unavailable.
- 7.4 Minutes: The Board must cause minutes of meetings to be kept and recorded in a suitable manner. Those minutes must include the:
- 7.4.1 Names of those present at each meeting; and

7.4.2 Resolutions and proceedings of each meeting.

7.5 Committees and Sub-Committees:

7.5.1 The Board may from time to time appoint and remove persons to committees and sub-committees to manage and transact those affairs of the Association as the Board may from time to time think necessary or desirable. Any person, whether or not a member of the Board, may be appointed as a member of any committee or sub-committee approved by the Board. Each committee or sub-committee will appoint one member to chair its meetings.

7.5.2 All committees and sub-committees approved by the Board will be under the control and direction of the Board.

7.5.3 Unless the Board otherwise directs, all meetings and proceedings of committees and sub-committees of the Association will be governed by the Rules relating to the conduct of meetings and proceedings of the Board so far as those Rules could reasonably be applied in the circumstances.

7.5.4 Resolutions and proceedings of General meetings, committee or sub-committee meetings, and any minutes of any meeting of the Board, if signed by the Chairperson of the meeting, or by the Chairperson of the next succeeding meeting, will be received as prima facie evidence of the matters mentioned in those minutes.

PART 8 - GENERAL MEETING

8.1 A General meeting is called by the Board.

8.2 When any General meeting is called, all Members will be given fourteen (14) days notice, unless otherwise provided in the Constitution.

8.3 The notice must be in writing and must contain:

8.3.1 The date fixed for the meeting; and,

8.3.2 The business that will be brought before the meeting.

8.4 No business shall be brought before any meeting, except where notice is duly given under this Part.

8.5 If a motion is intended to be brought at a General meeting, a Notice of Motion must be forwarded to the Chairperson subject to this Part.

8.6 A Notice of Motion under this Part must be in writing, and must reach the Chairperson at least twenty eight (28) days prior to the date of the meeting.

8.7 A date is set for a meeting when it is determined:

8.7.1 By the Chairperson, and notice is given to the Board; or,

8.7.2 By the Board at a meeting of the Board; or,

8.7.3 By members at a General meeting.

8.8 If no date is set for the meeting at the time of sending of the Notice of Motion, then the Notice of Motion must reach the Chairperson before the Notice of Meeting is sent.

- 8.9 An AGM is called by the Board
- 8.10 An AGM must be held each year, within four (4) months after the end of the Association's financial year or such longer period as may, in a particular case, be allowed by the Commissioner.
- 8.11 The business of the Annual General Meeting shall be:
- 8.11.1 The presentation of the Annual Report, and an audited Financial Statement and Balance Sheet; and,
 - 8.11.2 Election of one-third of the Board; and,
 - 8.11.3 The appointment of an Auditor; and,
 - 8.11.4 The transaction of any other business within the scope of the Constitution that may be brought forward.
- 8.12 An EGM must be called if:
- 8.12.1 No less than 75% of Board Members; or
 - 8.12.2 No less than 25% of Members
- make an application to the Chairperson in writing including their signatures and stating the reason(s) for calling such a meeting.

PART 9 - NOMINATIONS AND ELECTIONS

- 9.1 A Returning Officer who shall not be a candidate for election shall be appointed by the Board for the purpose of conducting the election.
- 9.2 Nominations for elections to the Board must open at least fourteen (14) days prior to the date fixed for the AGM.
- 9.3 Each nominee must give notice of their nomination at least 48 hours prior to the starting time of the AGM.
- 9.4 A Nomination Notice under this Part must be made in writing, and must include:
- 9.4.1 The name of the Member; and,
 - 9.4.2 Their primary address; and,
 - 9.4.3 A signed declaration as to their intention to nominate.
- 9.5 A Member can nominate for more than one position but upon election her/his nomination for any other position lapses.
- 9.6 A Member wishing to withdraw her/his nomination must do so through the Returning Officer before commencement of the election for the particular position.
- 9.7 In the event that no more than the required number of Nominees are nominated for any position those so nominated shall be declared elected, subject to the requirements of this Part.
- 9.8 In the event there are more than the required numbers of Nominees for a position there shall be an election by preferential ballot when there are multiple positions to be filled, or by a simple majority of Members present at the meeting and eligible to vote where there is a single position to be filled.

- 9.9 Each Nominee has the right to appoint a scrutineer for the election of that particular position.
- 9.10 In the event of the number of candidates nominated being less than the number of vacancies to be filled, the committee may appoint members to fill such vacancies.
- 9.11 Appointment under this Part is to occur at a Board Meeting as soon as reasonably possible after the AGM and the Member appointed to fill such position is:
- 9.11.1 Deemed an Appointee for the period of their term; and,
 - 9.11.2 Only receives those benefits under the Constitution available to Appointees; and,
 - 9.11.3 Must be appointed subject to Section 6.6.
- 9.12 Casual Officer vacancies may be filled by appointment by the Board.
- 9.13 The Member appointed to fill a casual vacancy only holds office until the next AGM.

PART 10 - FINANCES

- 10.1 The financial affairs of the Association shall be administered by the Board.
- 10.2 All funds of the Association, when received, must be deposited in the account or accounts maintained in the name of the Association at such financial institution as the Board directs.
- 10.3 Official receipts shall be issued for all moneys received by the Association.
- 10.4 A cheque or withdrawal form must be signed by at least two (2) authorised persons appointed by the Board for that purpose.
- 10.5 Books of accounts shall be kept by the Board and audited annually as directed under the Constitution.
- 10.6 All subscriptions, donations, contributions and other moneys from time to time paid to or received by the Association must be received by the Board or an officer of the Association as the Board may from time to time appoint and authorise for that purpose and who must promptly upon receipt pay those moneys into a bank account to the credit of the Association at such financial institution as the Board directs.
- 10.7 Receipts in a form approved by the Board for all subscriptions, donations or other moneys paid to or received by the Association must be issued promptly by the officer of the Association the Board from time to time authorises to issue receipts. The Board must, in pursuance of its status as a 'Deductible Gift Recipient' under subsections 30-125(4) to (7) *Income Tax Assessment Act 1997* (Cth), maintain a 'Gift Fund' for income tax deductible gifts.
- 10.8 The Board must ensure that all usual and proper accounts and records are kept with respect to:
- 10.8.1 all moneys received and expended by the Association;
 - 10.8.2 all property sold and purchased by the Association; and

- 10.8.3 the assets and liabilities of the Association,
and those accounts and records must be kept at a place the Board specifies to the Chief Executive Officer.
- 10.9 The financial year of the Association will begin on 1 July in each year.
- 10.10 The annual accounts of the Association must be audited by a registered company auditor appointed by the Board and the auditor or auditors must give the Board a written report of the results and findings of their audit.
- 10.11 The Auditor has the following powers:
- i. To access to the Association's accounts and records at all reasonable times; and
 - ii. To examine the accounts and records of the Association.
- 10.12 The Auditor must make a report upon the financial records to be presented at the next AGM.
- 10.13 The Auditor must not be a member of the Association for the year of audit.

PART 11 - COMMON SEAL

- 11.1 The common seal of the Association engraved with the name of the Association shall be kept in the care of the Chief Executive Officer. The common seal shall be affixed to legal documents as required and must be signed by any two (2) members of the Board, both of whom must subscribe their names as witnesses

PART 12 - BYLAWS

- 12.1 The Association may make such by-laws as may be necessary for the management of its proceedings consistent with the Objects of the Association and with this Constitution.

PART 13 - EXPULSION/ DISPUTE MANAGEMENT

- 13.1 No member shall be expelled from the Association unless she or he has been found guilty by the Board of conduct prejudicial to the attainment of the Objects of the Association.
- 13.2 Any two (2) members of the Association may bring an action for the expulsion of a member from the Association for conduct prejudicial to the attainment of the Objects of the Association.
- 13.3 Any such charge shall be heard by a Disputes Tribunal which shall consist of three nominated Board Directors.
- 13.4 Before any member is expelled pursuant to Section 13.2, the member must be:
- i. Charged with the said prejudicial conduct; and,
 - ii. Given notice in writing of the charge at least seven (7) days prior to the hearing of such charge; and,

- iii. Given the opportunity to be heard by the Dispute Tribunal; and,
 - iv. Found guilty of such charge by the Tribunal.
- 13.5 Upon finding that the charge is proved, the Disputes Tribunal may direct that the member be expelled or it may impose such lesser penalty as seems to be appropriate under the circumstances.
- 13.6 No Member who is an Officer shall be a member of the Disputes Tribunal.
- 13.7 The Disputes Tribunal's decision may only be varied on appeal to a General meeting of members by a two thirds majority of those present and eligible to vote.
- 13.8 An appeal is only validly initiated when written notice of the appeal is submitted to the Association's Chairperson within seven (7) days of notice of the Tribunal's decision.
- 13.9 The Disputes Tribunal may also attempt to resolve disputes between one or more members and the Association. The following procedure will apply to such disputes:
 - i. Any party to the dispute may start the procedure by giving written notice to the Disputes Tribunal of the parties to the dispute, and the matters that are the subject of the dispute.
 - ii. The parties must be given notice in writing of the dispute at least seven (7) days prior to the hearing of such dispute
 - iii. At the tribunal hearing at which a dispute is to be considered and determined the committee must give each party a reasonable opportunity to make submissions to the committee about the dispute; give due consideration to any submissions made; and determine the dispute.
 - iv. The Dispute Tribunal must give each party to the dispute written notice of the Committee's determination, and the reasons for the determination, within seven (7) days after the meeting at which the decision is made.

PART 14 - AMENDMENTS TO THE CONSTITUTION

- 14.1 An Amendment to the Constitution is valid when:
 - 14.1.1 A Special Resolution outlining the proposed amendment has been submitted to and approved by three-fourths (75%) majority of the Members, present and voting, at a general meeting;
 - 14.1.2 Written notice of the terms of the Special Resolution has been sent in writing to every Member at least twenty eight (28) days prior to the date of General meeting;
 - 14.1.3 The notice of the Special Resolution is lodged with the Commissioner and any approval, if required, is given.

PART 15 - WINDING UP

- 15.1 If solvent, the Association may be voluntarily wound up or dissolved by a special resolution of a majority of three quarters of members present and eligible to vote at any General meeting called for such purpose.
- 15.2 In the event of the Association being wound up or dissolved, if, after satisfaction of all of its debts and liabilities, there is any property left whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act which has similar objects and which is approved by the Commissioner for Taxation as a public benevolent institution to which income tax deductible gifts can be made, or for charitable purposes. This association shall be determined by resolution of the members.