



ILLAWARRA WOMEN'S HEALTH CENTRE

CONSTITUTION

Revised and approved
2024 AGM

FROM THE 2023-2027 STRATEGIC PLAN

Our Vision

Women and girls are respected, safe and healthy and experience full participation and equality in their lives.

Our Purpose

To improve the physical, mental and social health and wellbeing of women and girls, and build engagement and activism by women for change in communities and the health system.

Our Values

The Illawarra Women's Health Centre values are grounded in progressive feminism and the proud history of women's health centres. Together, our values reflect our belief in women's ability to define their health needs and take responsibility for their health and wellbeing.

We respect the powerful voice of women with lived expertise, including victim survivors, and understand that their experience, knowledge and insights bring invaluable contributions to policy development, advocacy, and program design and implementation.

- **Respect** - We treat all women with care, dignity and respect.
- **Equity** - We reach out to women and girls at high risk, and we stand with all women as we fight for justice and equity.
- **Diversity** - We respect women's diversity across age, race, culture, ability, relationship and parenting status, sexuality, gender and intersex status.
- **Compassion** - We provide a caring, non-judgemental and woman-centred approach to service delivery.
- **Integrity** - We are honest, transparent, and trustworthy.

Our Approach to Women's Health

We operate from feminist foundations and through a feminist lens that is reflective, flexible and forward thinking. This means we understand and value women's lived experience and expertise, and recognise the continued discrimination and structural inequality we face in our communities and Australian society. It also means we recognise the ongoing need for a gendered analysis and approach to health, continuing empowerment of women and girls, and strong advocacy for gender equity and women's rights.

We embrace a social view of health, as framed by the World Health Organisation, and reflected in Australian federal and state health policies. This view recognises that health status is shaped by the conditions in which people are born, grow, live, work and age. Factors such as financial security, affordable housing, education, employment, disability, racism, locational disadvantage, gender inequality and discrimination based on sexual identity and preferences cause health inequalities which impact individual health outcomes.

Our feminist beliefs and social view of health shape our approach to women's health, and they underscore why our focus on marginalised and disadvantaged women and girls is so important.

The Illawarra Women's Health Centre is a nationally accredited community health service. We are committed to excellence in service delivery and continuous quality improvement and learning, guided by national standards, lived expertise and research.

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THE RULES AND POWERS OF THE ILLAWARRA WOMEN'S HEALTH CENTRE

PART I

GENERAL

1. DEFINITIONS

In these rules, unless the context or subject matter clearly indicates otherwise:

“the Act” means the Associations Incorporations Act 2009 (NSW)

“the Association” means the Illawarra Women's Health Centre Inc.

“Director General” means the Director General referred to in the Act

“the Council of Women” or “Council” is the governing body of the Illawarra Women's Health Centre Inc.

“the Constitution” means the Objects, Powers and Rules of the Illawarra Women's Health Centre Inc.

“the Regulations” means the Associations Incorporations Regulations 2010 (NSW)

“woman” means a person who identifies herself as female and is not a partnership, unincorporated association, incorporated association or company under the Corporations Law

“year” is from 1 July one year to 30 June the following year

“executive” means the following positions on the governing body, the Council of Women: Chairwoman, Vice Chairwoman, Secretary and Treasurer

“AGM” refers to the Annual General Meeting

“Public Officer” is a position required by the Act (as above) to perform specific duties in relation to the organisation and the Act (see clause 22)

2. INTERPRETATION OF THE CONSTITUTION

- (a) Where there is a question as to the application or meaning of any clause or provision in the Constitution, the application or meaning will be determined by a majority vote of the Council.
- (b) The application or meaning of the clause or provision is to be determined in accordance with the Objects of the Association.
- (c) Where there is no majority as to the application or meaning of a clause or provision, the Interpretation Act 1987 apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the act.

PART II

MEMBERSHIP

3. MEMBERSHIP QUALIFICATIONS

- (a) To become a financial member of the Association, the following requirements must be met:

The applicant must be:

- (i) a woman:
 - who is nominated for membership of the Association;
 - who is approved for membership of the Association;
 - who has paid the requisite membership fee; and

- who agrees with the Philosophy, Aims and Constitution of the Association.
- (ii) an organisation:
- which is nominated for membership of the Association;
 - which is approved for membership of the Association;
 - which has paid the requisite membership fee; and
 - which agrees with the Philosophy, Aims and Constitution of the Association.
- (b) To be considered a non-financial member, a member must have already been a financial member for a period of one year, and then not renewed the membership through the payment of the requisite membership fees. This status will only last for eighteen months, then the non-financial member ceases to be a member.

4.

NOMINATION OF MEMBERSHIP

(See Nomination form in Appendix 1.)

- (a) To apply for membership of the Association:
- (i) a woman or organisation must be nominated by a financial member of the Association;
 - (ii) the nomination form found in Appendix 1 of the Constitution must be completed by the woman or organisational representative, and the nominating financial member; and
 - (iii) this form must be lodged with the Secretary of the Association.
- (b) Upon receiving an application for membership, the Secretary must present the application at the next Council meeting for approval or rejection of the membership application.

5. APPROVAL OF MEMBERSHIP APPLICATION

- (a) Where the applicant satisfies the membership criteria in Part II, Rule 3(a) (Membership Qualifications) the Council may approve the application for membership.
- (b) Where the Council elects to approve a membership application the Secretary must notify the applicant within twenty-eight (28) days.
- (c) The applicant must then pay the requisite membership fee within twenty-eight (28) days of notification of approval.
- (d) Once payment has been received, the Secretary must ensure that appropriate details of the member are entered into the Register of Members. The woman or organisation is then a member of the Association.

6. REJECTION OF MEMBERSHIP APPLICATION

- (a) Where the Council elects to reject a membership application, the Secretary must notify the applicant within twenty-eight (28) days. No reasons for the rejection are required at this point. The woman or organisation applying for membership may choose to appeal the Council's determination.
- (b) To appeal a rejection:
 - (i) the applicant must notify the Secretary;
 - (ii) the Council must give written reasons for the rejection of the application within twenty-eight (28) days; and
 - (iii) upon receipt of reasons, the applicant may appear before the Council at the next Council Meeting, where they may present reasons for their nomination to be reconsidered;
- (c) The Council is then under an obligation to review their rejection of the application and present written reasons, within twenty-eight (28) days, if the nomination is again rejected; and

- (d) If an applicant is rejected, either from the outset, where no appeal is lodged, or after an appeal, the woman or organisation cannot reapply to become a member of the Association within a twelve (12) month period from the date of notification of the Council's decision.

7. CESSATION OF MEMBERSHIP

- (a) A woman or organisation ceases to be a member of the Association, if:
 - (i) the woman dies; or
 - (ii) the woman or the organisation resigns that membership; or
 - (iii) the woman or the organisation is expelled from the Association; or
 - (iv) the women or the organisation has been a non-financial member for eighteen months.
- (c) Once a woman or organisation ceases to be a member, all membership rights are extinguished.

8. TRANSFER OR ASSIGNING OF MEMBERSHIP RIGHTS

No membership rights of the Association can be transferred or assigned.

9. RESIGNATION OF MEMBERSHIP

- (a) To resign, a member must give at least twenty-eight (28) days' notice, in writing to the Secretary of her/their intention to resign from the Association.
- (b) After the period of notice expires, the Secretary must record the date of resignation in the Register of Members.

10. REGISTER OF MEMBERS

- (a) The Secretary is responsible for the Register of Members.
- (b) The Secretary must ensure that the register is recorded and amended as becomes necessary, with:
 - (i) the name;
 - (ii) the address;
 - (iii) the date on which the woman or organisation became a member;
 - (iv) whether the woman or organisation is a financial or non-financial member; and
 - (v) the date on which a member ceases to be a member.
- (c) The Register of Members must be:
 - (i) kept on the premises of the Association; and
 - (ii) made available, free of charge, for any financial member to inspect, at any reasonable hour.

11. MEMBERSHIP FEES

- (a) To be a financial member, a woman must pay the requisite annual membership fee.
- (b) Annual membership payment is due on:
 - (i) 1 July,
 - (ii) unless a woman becomes a member after 31 March of that calendar year, where the first annual payment for such members will be due on 1 July the following year.

- (c) For a non-financial member to regain financial status, the membership fee for that year must be paid. This can be paid at any time during the year.
- (d) The Council may alter the membership fee, by a majority vote, as it so chooses. Notice of this change must be given twenty-eight (28) days prior to membership fees becoming due.

12. MEMBERS' LIABILITIES

The liability of a member of the association to contribute towards the payment of the debts and liabilities of the association or the costs, charges, and expenses of the winding up of the association is limited to the amount, if any, unpaid by the member in respect of membership of the association as required by clause 11.

13. DISCIPLINING OF MEMBERS

- (a) The Council may expel or suspend, for a specified length of time, up to a maximum of nine (9) months, a member of the Association, who is not acting in accordance with the Constitution.
- (b) Expulsion and suspension will only occur where a majority of the Council votes that the member is not acting in accordance with the Constitution. If the member facing disciplinary action is a Council member, they have no right to vote.
- (c) A member is not acting in accordance with the Constitution, if the member is:
 - (i) engaging in activities harmful to the reputation of the Association; or
 - (ii) engaging in activities that are obviously in conflict with the Objects of the Association; or
 - (iii) non-compliant with the Constitution and rulings made in accordance with the Constitution; or

- (iv) engaging in any other act considered by the Council to be an act not in accordance with the Constitution.
- (d) The choice between expulsion and suspension is the choice of a majority of the Council. An order of suspension can be no longer than nine (9) months.
- (e) If a member is expelled, that member cannot reapply for membership for a period of five (5) years, from the date expulsion takes effect.

14.

INITIATING THE DISCIPLINARY PROCESS

- (a) A financial member of the Association must recommend to the Council that a member of the Association be disciplined before disciplinary action can be initiated.
- (b) Only the Council has the right to initiate disciplinary action.
- (c) To initiate such action, the Council must be sufficiently convinced that action is warranted.
- (d) The member facing disciplinary proceedings must be notified twenty-eight (28) days prior to the Council voting for the suspension or expulsion of the member, by the Secretary of the Association.
- (e) The Council must notify the member, in writing, as to why disciplinary proceedings have been initiated, and the date, time and place where the meeting at which disciplinary action is to be voted upon will be held.
- (f) The member has the right to defend the allegations made against her. This will be heard at the meeting where the actual vote as to whether disciplinary action should be taken is to take place.
- (g) If the Council, by majority vote, accepts the defence of the member, the matter ceases to exist.

- (h) If the Council votes to discipline a member, the disciplinary measure takes effect:
 - (i) after fourteen (14) days, subject to the member appealing the decision; or
 - (ii) immediately, if the member has appealed the decision, and the appeal is rejected.

15.

APPEALING DISCIPLINARY ACTION

(See Right of Appeal of Disciplined Members Flowchart in Appendix 3.)

- (a) A disciplined member has a right to appeal the decision of Council.
- (b) A notice of appeal, in writing, must be lodged with the Secretary of the Association within seven (7) days after notice of the decision is served on the member. This notice must state reasons for appealing the decision.
- (c) Upon receipt of a notice from a member under (b), the Secretary will notify the Council who will convene a Special General Meeting as in clause 38.
- (d) At the Special General Meeting of the Association:
 - no business other than the appeal will take place;
 - the Council and the member will have the opportunity to state their respective cases, verbally or in writing; and
 - the members present will vote by secret ballot to determine if the Council resolution is upheld or revoked.
- (e) If at this meeting the Association passes a special resolution upholding the original Council resolution, this decision is final.

PART III

THE COUNCIL OF WOMEN

16. POWERS OF THE COUNCIL OF WOMEN

- (a) The Council of Women is responsible for the governance of the affairs of the Association.
- (b) The Council of Women is responsible for:
 - (i) the employment of all staff;
 - (ii) determining policy;
 - (iii) legal compliance, including maintaining Work, Health and Safety Standards;
 - (iv) fundraising;
 - (v) the management of funds, in accordance with the Association's Constitution;
 - (vi) the promotion of the Association, and its objects; and
 - (vii) engaging in any other activities that are necessary or beneficial for the governance of the Association.
- (c) Powers to establish committees:
 - (i) The Council of Women has the authority to establish, maintain, and dissolve committees or subcommittees as required to support the governance, management, and operation of the Illawarra Women's Health Centre.
 - (ii) The Council of Women may delegate specific responsibilities to such committees, including, but not limited to, risk management, financial oversight, clinical governance, and operational support.

- (iii) Committees established by the Council of Women shall operate under Terms of Reference approved by the Council of Women, which will outline the scope, composition, and reporting responsibilities of each committee.
- (iv) The Council of Women retains ultimate accountability for the decisions and actions of any committees and will receive regular reports from all committees.

Indemnity Clause

- (d) The Association shall indemnify and hold harmless each Council member against any and all claims, liabilities, costs, and expenses (including legal fees) incurred by such Council member in connection with the performance of their duties, provided such actions were taken in good faith and in the best interests of the organisation.

17. NUMBER OF COUNCIL MEMBERS

- (a) The Council of Women shall consist of between nine (9) and eleven (11) members.
- (b) There will be:
 - (i) four (4) office bearers; and
 - (ii) between five (5) and seven (7) general members.

18. TERM OF OFFICE OF COUNCIL MEMBERS

- (a) Each member of the Council will hold office for a period of two (2) years from the Annual General Meeting where they are elected, to the Annual General Meeting two (2) years later. Half the number of Council members must stand down at each Annual General Meeting.

- (b) A member who fills a vacant position will hold that position for the remainder of the term that was left vacant.

19. OFFICE BEARERS

- (a) There are four (4) office bearers, elected by the Council:
 - (i) a Chairwoman;
 - (ii) a Vice Chairwoman;
 - (iii) a Secretary; and
 - (iv) a Treasurer.
- (b) If an office bearer resigns or is removed or expelled, a Council member will be appointed by the Council of Women to fill the position until the next Annual General Meeting.

20. TERM OF OFFICE OF OFFICE BEARERS

- (a) Each office bearer will hold office for a period of two (2) years from the first Council Meeting where they are elected, to the Annual General Meeting two (2) years later.
- (b) A Council Member cannot be re-elected to the same office for more than six (6) consecutive years.

21. CHAIRWOMAN

The Chairwoman is:

- (a) the convenor of Council meetings, Special General Meetings and Annual General Meetings. She may delegate the chairing responsibility from time to time;
- (b) the public spokeswoman and representative for the Association; and
- (c) fulfils any other role which is deemed necessary by the Council.

The Vice Chairwoman supports Chairwoman and substitutes for her in her absence.

22.

SECRETARY

The Secretary must

- (a) be over eighteen (18) years of age and a resident of New South Wales;
- (b) take minutes at all meetings;
- (c) distribute a copy of the minutes to all Council members and make available a copy to all members;
- (d) ensure the Register of Members is maintained;
- (e) take responsibility for all Council correspondence, incoming or outgoing;
- (f) fulfil all other obligations as required under this Constitution; and
- (g) fulfil or formally delegate Public Officer duties, which are:
 - (i) The Public Officer must within one (1) month after the date of each Annual General Meeting of the Association, lodge with the Commissioner in an approved form:
 - a statement containing the particulars of the Annual General Meeting;
 - a certificate signed by two (2) members of the Council authorised by the Council, that the statement has been submitted to the members at the Annual General Meeting; and
 - a copy of the terms of any resolution passed at that meeting concerning that statement and this must be accompanied by the prescribed fee.
 - (ii) The Public Officer must lodge notice with the Commissioner within one (1) month of a change in the

Association's objects or rules, in the approved form, outlining the details of the alteration and accompanied by the prescribed fee.

- (iii) If there is a vacancy in the office of Public Officer, the Council must within fourteen (14) days after the vacancy arises:
 - give notice to the Commissioner in an approved form of the vacancy; and
 - appoint a Council member to fulfill the vacancy.

- (iv) The Public Officer must within fourteen (14) days after being appointed as Public Officer give notice of her full name and address to the:
 - Association; and
 - Commissioner, in an approved form accompanied by the prescribed fee.

- (v) If the Public Officer changes her address, within fourteen (14) days after the change, she must give notice of her new address to the:
 - Association; and
 - Commissioner, in an approved form accompanied by the prescribed fee.

- (h) When the Public Officer ceases to hold office at any time, a new Public Officer must be appointed by the Council within fourteen (14) days and the Commissioner must be notified in accordance with the Act.

23.

TREASURER

The Treasurer is responsible for:

- (a) ensuring all monies owing to the Association are collected;
- (b) ensuring all payments authorised by the Association are made;
- (c) ensuring correct accounts and books, that clearly show the financial affairs of the Association in full detail, are kept; and
- (d) ensuring a detailed account of all receipts and expenditures of the Association is kept.

24.

STAFF REPRESENTATIVES

- (a) There can be staff representatives present at any Council meetings.
- (b) The role of staff representatives at the Council meetings is to:
 - (i) bring forward issues which are of concern to staff members;
 - (ii) ensure that the staff have a voice on the Council; and
 - (iii) inform staff of issues which are discussed at Council meetings and are of concern to staff members.
- (c) The staff representatives are not members of the Council and have no voting rights.
- (d) The Council may agree at any time during a meeting, to close the meeting to the staff representatives on a particular issue, as it sees fit.

25.

ELECTION OF COUNCIL MEMBERS

- (a) To qualify for election, it is necessary to be a financial member.
- (b) Council members are elected, by secret ballot, at the Annual

General Meeting.

- (c) For a member to be eligible for election, the member must be nominated by a financial member of the Association, in writing, lodged with the Secretary fourteen (14) days prior to the Annual General Meeting at which the election is to take place. A written consent from the nominated member must accompany the nomination.
- (d) If the number of nominations is equal to or less than the number of positions to be filled, the persons nominated are taken to be elected.

26. ELECTION OF OFFICE BEARERS

- (a) Once the Council has been elected by the members of the Association, the Council is responsible for electing the office bearers.
- (b) This election is to take place at the first Council meeting following the Annual General Meeting.
- (c) To be eligible for election as office bearer, Council members must:
 - (i) be nominated by another Council member; or
 - (ii) nominate themselves at the Council meeting where election of office bearers takes place.

27. CASUAL VACANCIES

Where there is a casual vacancy occurring in the membership of the Council, the Council may appoint a member of the Association to fill the vacancy. The member appointed will hold office, subject to these rules, until the conclusion of the next Annual General Meeting following the date of the appointment.

28.

REMOVAL OF COUNCIL MEMBERS

- (a) The association in a general meeting may by resolution remove any Council member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (b) If a member of the committee to whom a proposed resolution referred to in subclause (a) relates makes representations in writing to the Secretary or Chairwoman (not exceeding a reasonable length) and requests that the representations be notified to the members of the association, the Secretary or the Chairwoman may send a copy of the representations to each member of the association or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

29.

MEETINGS – GENERAL

- (a) The Council must meet no less than five (5) times per year, including the Annual General Meeting.
- (b) Notification must be given to all Council members no less than forty-eight (48) hours prior to the meeting being held.
- (c) At the beginning of each meeting the agenda for the meeting will be set.
- (d) The Chairwoman or Vice Chairwoman is the convenor of all meetings, and in her absence the role will be appointed, by the Council, to a member who is present.
- (e) The Executive can meet at any time for the purpose of making urgent decisions.

30.

QUORUM

- (a) Five (5) Council members, being three (3) general members of Council and a minimum of two (2) executive members, must be present for any Council meeting to take place.
- (b) If five (5) Council members are not present within half an hour of the time scheduled for the meeting to take place, the meeting will be re-scheduled, and Council members notified.

31.

VOTING

- (a) All Council members must vote for the benefit of the management/governance of the Association.
- (b) Votes will be by a show of hands with the exception of the election of Council members, which will be determined by secret ballot.

32

USE OF TECHNOLOGY AT MEETINGS

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

33.

CONFLICT OF INTEREST

If a Council member is aware of a conflict of interest in relation to herself (as outlined in service's code of conduct and ethics) she:

- (a) must disclose the conflict of interest to the Council;
- (b) must refrain from participating in discussions relating to the issue; and
- (c) must not participate in any vote relating to the matter.

PART IV

EXECUTIVE OFFICER & COUNCIL OF WOMEN

34. THE RELATIONSHIP BETWEEN THE EXECUTIVE OFFICER AND THE COUNCIL OF WOMEN

- (a) The Executive Officer is an employee of the Association and is directly answerable to the Council of Women.
- (b) The Executive Officer must report to the Council of Women.
- (c) The Executive Officer does not have voting rights at Council meetings.
- (d) In the absence of the Executive Officer, senior management are directly answerable to the Council of Women.

PART V

GENERAL MEETINGS

35. ANNUAL GENERAL MEETINGS

- (a) One (1) Annual General Meeting must be held each year.
- (b) An Annual General Meeting must be held by 31 December each year.

36. CALLING OF ANNUAL GENERAL MEETINGS

Notification must be given to all members twenty-one (21) days prior the Annual General Meeting being held of the date, time, and the place that the Annual General Meeting is to be held.

PROCEDURE AND BUSINESS AT ANNUAL GENERAL MEETINGS

- (a) At each Annual General Meeting the following must take place, and the agenda must include but will not be limited to:
 - (i) Election of Council members;
 - (ii) Confirmation of minutes of the previous Annual General Meeting and any Special General Meeting held within the last year;
 - (iii) Receiving reports on the Association's activities since the previous Annual General Meeting;
 - (iv) Receiving and considering any financial statement or report require to be submitted to Members under the Act;
 - (v) Appointing the Public Officer; and
 - (vi) Appointing the Auditor.

Issues to be discussed at the Annual General Meeting will be specified in the notification of the date.

SPECIAL GENERAL MEETINGS – GENERAL

- (a) Special General Meetings can only be called by the Council.
- (b) The Council must call a Special General Meeting when:
 - (i) the Council considers it necessary; or
 - (ii) an application is lodged in writing with the secretary by no less than three (3) financial members.
- (c) In the case of members requesting a Special General Meeting, the application must be noted before the Council at the next Council Meeting and a Special General Meeting must be called within twenty-eight (28) days.

39. CALLING OF SPECIAL GENERAL MEETINGS

- (a) Notification must be given to all members twenty-one (21) days prior to a meeting being held.
- (b) The notification must outline the business to be conducted at the Special General Meeting.

40. PROCEDURE AND BUSINESS AT SPECIAL GENERAL MEETINGS

- (a) For a Special General Meeting to take place ten (10) per cent of all financial members must be present
- (b) If ten (10) per cent of all financial members are not present half an hour after the scheduled starting time of the meeting the meeting is to be rescheduled and members must be notified.
- (c) Only business that is specified in the notification can be discussed at Special General Meetings.

41. MAKING DECISIONS AT BOTH ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- (a) A member of the Association has the right to vote in decision making procedures only if she a financial member and she is present at the meeting.
- (b) There is no voting by proxy or casting pre- or post-voting votes.
- (c) All votes concerning membership applications and Council member elections will be by secret ballot, other decisions will be reached by a show of hands.

42. USE OF TECHNOLOGY AT BOTH ANNUAL GENERAL MEETINGS AND SPECIAL GENERAL MEETINGS

- (a) An Annual General Meeting or a Special General Meeting may be held at two (2) or more venues using any technology approved by the committee that gives each of the members a reasonable opportunity to participate.
- (b) A member who participates in an Annual General Meeting or a Special General Meeting using that technology is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.

43. SPECIAL RESOLUTION

- (a) A decision of the Association is passed by special resolution if it is a decision passed at an Annual General Meeting or Special General Meeting, where notice has been given according to this Constitution, and the resolution is approved by seventy-five percent (75%) of the financial members present.
- (b) If it is not possible for this to occur, a special resolution is deemed to be passed if it is passed in a way prescribed by the Council, decided on by a majority of Council members.

PART VI

MISCELLANEOUS

44. ALTERATION OF THE OBJECTS, POWERS AND RULES OF THE ASSOCIATION

The Constitution can only be changed by special resolution.

45. CUSTODY OF BOOKS

The records, books and other documents of the Association will be under the control of Treasurer and will be kept at the principal place of administration at all times.

46. INSPECTION OF BOOKS

The records, books and other documents of the Association will be open to inspection, free of charge, to financial members of the Association at any reasonable time.

47. SERVICE OF NOTICES

- (a) A notice may be served on behalf of the Association on any member either personally or by posting it to the member at the member's address shown in the register of members or by electronic transmission to an address specified by the member for giving or serving of notice.
- (b) A document properly addressed, prepaid, and posted to a member is, unless the contrary is proved, taken to have been served on the member at the time at which the letter would have been delivered in the ordinary course of post.
- (c) If documents are sent to a person electronically, the document is, unless the contrary is proved, taken for the purpose of these rules to have been served on the person at the time it was sent.

48. FINANCIAL YEAR

A financial year is the period of twelve (12) months after the expiration of the previous financial year of the association, commencing on 1 July and ending on the following 30 June.

49.

WINDING UP

(See also Clause 54 Establishment & Operation of a Gift Fund)

- (a) In the event of winding up or cancellation of the Association, the Association will pass a special resolution nominating an incorporated association/s as the association in which it is to vest surplus property. Special requirements exist regarding the Gift Fund, and these are set out in Clause 54.

The nominated association/s in (a) must have similar objects to the Illawarra Women's Health Centre Incorporated, and in the case of distribution of surplus assets from the Gift Fund, must be distributed to Deductible Gift Recipients as approved by the Australian Taxation Office under the ITAA97 Amended 2006 (See also Clause 54).

- (b) The distribution of surplus property referred to in clause 49(a) above:
 - (i) must comply with Clause 54; and
 - (ii) is not to be made to any individual member or former individual member of the Association or to any person to be held on trust for any individual member or former individual member of the Association.

50.

INSURANCE

- (a) The Association must have insurance, as required by the Act.
- (b) In addition to the required insurance, the Association can maintain any other insurance.
- (c) The Council is responsible for maintaining insurance.
- (d) The Association shall maintain Directors and Officers (D&O) insurance to provide financial protection to Council of Women members against personal liability arising from their duties as Council of Women members.

51. FUNDS

- (a) Funds of the Association are derived from a variety of sources, including, but not limited to, government grants, membership fees, donations, and fundraising.
- (b) The Treasurer must ensure that all funds are deposited, within fourteen (14) days of receipt, into the Association's bank account.
- (c) The Council is responsible for the management of funds, in accordance with the Association's Constitution.

52. COMPLIANCE WITH THE ACT

The Association must, in all of its activities, comply with the provisions of the Act and any other applicable legislation.

53. NON-PROFIT CLAUSE

The income and the property of the Centre however derived shall be applied solely towards the promotion of the objects of the Centre and no portion of this income shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise, by way of profit, to the members of the Centre PROVIDED THAT nothing contained in this Constitution shall prevent the payment in good faith of remuneration to any officers or employees of the Centre or to any member of the centre, or any other person in return for any service actually rendered to the Centre (other than attendance of members of the Council of Women or any committee of the centre at any meeting of the Council of Women or committee) nor prevent the payment of interest at a rate not exceeding interest at the rate for the time being charged by bankers in Sydney for overdrawn accounts on money lent or reasonable and proper rent remuneration or return for the premises demised, let or licensed by any member to the centre.

ESTABLISHMENT AND OPERATION OF A GIFT FUND**(a) Maintaining a Gift Fund**

The Association will maintain for the principal purpose of the Association a Gift Fund:

- (i) to which gifts of money or property for that purpose are to be made;
- (ii) to which any money received by the Trust because of those gifts is to be credited; and
- (iii) that does not receive any other money or property.

(b) Limits on use of Gift Fund

Certain kinds of money and property will not go to the gift fund.

This includes:

- (i) income from sponsorships;
- (ii) income from commercial activities; and
- (iii) proceeds from raffles, auctions, or fundraising dinners.

The Association will use the following only for the principal purpose of the Association:

- (iv) gifts made to the Gift Fund; and
- (v) any money received because of those gifts.

(c) Winding up

At the first occurrence of:

- (i) the winding up of the Gift Fund; or
- (ii) the Association ceasing to be a Deductible Gift Recipient as defined in the ITAA97 AMENDED 2006.

Any surplus assets of the Gift Fund will be transferred to one or more Deductible Gift Recipients as approved by the Australian Taxation Office under the ITAA97 Amended 2006 as the Association decides.

(d) Bank account

The Association will maintain a separate bank account for the Gift Fund.

APPENDIX 1 Application for Membership Of The Illawarra Women’s Health Centre Inc.

I, Full Name
 (individual or organisation)
 Of
 Postal address
 Phone number
 E-mail address

By signing this form you apply to be a member of the Illawarra Women’s Health Centre Inc. Unless formally requested otherwise all notices will be sent to your nominated email address

When, and if, my/our membership is accepted, I/we agree to be bound by the Objects, Powers and Rules of the Illawarra Women’s Health Centre Inc., as required under the Associations Incorporations Act 2009 (NSW).

I/we meet all the requirements for membership of the Illawarra Women’s Health Centre Inc., as found in the Objects, Powers and Rules of the Illawarra Women’s Health Centre Inc.

I/we have been nominated by a financial member of the Illawarra Women’s Health Centre Inc., and agree, if accepted for membership, to pay the required membership fee upon notification of acceptance.

..... (Signature of Applicant) Date

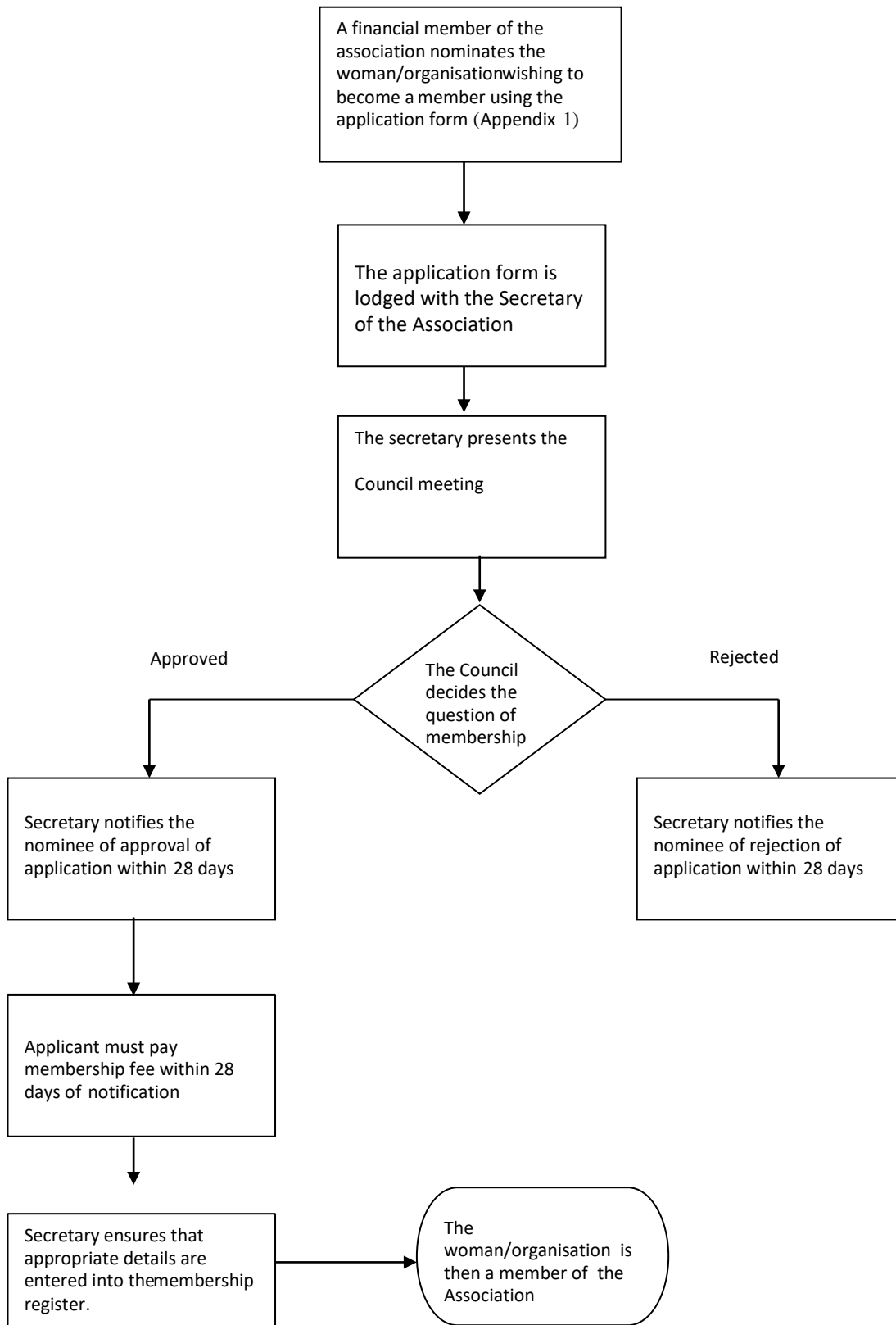
Nominated by:

..... Full Name
(A financial member of the Illawarra Women’s Health Centre Inc)

.....
 (Signature of Member Nominating) Date of Nomination:

- I/we attach payment of membership fee in anticipation of acceptance (refundable if not accepted)
- I/we agree to pay membership fee after membership is approved by Council

APPENDIX 2 Nomination for Membership Flowchart (Rule 4)



APPENDIX 3 Right of Appeal of Disciplined Members Flowchart

A member who has been expelled or suspended under rule 14, may appeal.

