

## TABLE OF CONTENTS

	PAGE
1. Name of Association	3
2. Registered Office	3
3. Definitions	3
4. Purpose of Centre	4
5. Objects	4
6. Powers of the Centre	5
7. Membership	6
8. Procedure for Membership	7
9. Register for Membership	7
10. Membership Fee	8
11. Cessation of Membership	8
12. Expulsion of Members	8
13. Management	9
14. Register of Board Members	10
15. Nominations and Method of Election of Board Members	10
16. Cessation of Office	11
17. Casual Vacancies in Membership of Board	13
18. Voting at Board	13
19. Staff Representation at Board Meetings	13
20. Duties of Office Bearers	14
20.1 Duties of Board	14
20.2 Duties of Chairperson	15
20.3 Duties of Vice-Chairperson	15
20.4 Duties of the Secretary	15
20.5 Duties of the Treasurer	16
20.6 Duties of other Board Members	17
20.7 Duties of the Spokesperson	17
21. Duties and Responsibilities of Executive Director	17
22. Policy and Procedures Manual	18
23. Meetings	18
24. Quorum for Board Meetings	19
25. General Meeting	19
23.1 Annual General Meeting	19
23.2 Special General Meeting	20
26. Quorum for Annual General Meeting and Special General Meeting	21
27. Voting and Election of Officers at General Meetings	21
28. Subcommittees	22
29. Finance	22
30. Audited Accounts and Records	23

31. Inspection of Centre Records	23
32. Common Seal of the Centre	23
33. Alteration of Rules	24
34. Finances and Property	24
35. Non-Profit Clause	24
36. Dissolution	24

## **1. Name of Association**

The name of the association shall be the Multicultural Services Centre of Western Australia Incorporated hereafter referred to as 'the Centre'

## **2. Registered Office**

The office of the Centre shall be at a place determined by the Board.

## **3. Definitions**

- a) 'The Act' means the Associations Incorporation Act 1987.
- b) 'The Centre' refers to the Multicultural Services Centre of Western Australia Inc.
- c) 'The Board' means the Board of Management of the Centre.
- d) 'Board Meeting' refers to a meeting of the Board of Management.
- e) 'Board Member' means a member of the Board of Management.
- f) 'Financial Year' means the period from 1 July of one year to 30 June of the following year.
- g) 'General Meeting' means a meeting that is open to all members of the Centre.
- h) 'Member' means Ordinary and Corporate Members of the Centre with voting rights unless the context otherwise requires.
- i) 'Associate Member' means, unless the context otherwise requires, a member of the Centre with no voting rights and is not counted as part of the members required for the purpose of constituting a quorum and cannot nominate for membership of the Board.  
'Special Resolution' is a resolution by three-quarters or more of the members (other than Associate Members) of the Centre present at a General Meeting.

## **4. Purpose of Centre**

- To meet the settlement, welfare, education and training, cultural, legal and related needs of culturally and linguistically diverse Western Australians;

- To undertake research and community education activities related to their needs; and
- To establish Foundations/trusts for this purpose

## **5. Objects**

The Objects of the Association shall be:

- a) Alleviate poverty within migrant and refugee families through the provision of emergency relief and other available support services and initiatives.
- b) Provide appropriate cultural and linguistic services to address the needs of the diverse populace of WA with special emphasis on matters affecting their general settlement, welfare & education, training & employment, legal & health (including mental health).
- c) Provide culturally and linguistically appropriate services targeting specific needs of women, elderly, youth and people with disabilities.
- d) Build the capacity of new and emerging ethnic groups and empower them to address issues of concern to them.
- e) Collaborate and assist ethnic groups whose aims and objects are compatible with those of the Association.
- f) Promote greater awareness of the needs and concerns of culturally and linguistically diverse Western Australians among all levels of the government and non-government sector and general public.
- g) Provide Facilities for cultural activities.
- h) Advocate for and promote a united Australia which respects this land of ours, values Aboriginal and Torres Strait Islander and our multicultural heritage and provides justice and equity for all.
- i) Advocate for and promote a racism free society and provide support services for victims of racial discrimination, abuse and harassment.

j) Undertake initiatives to better assist the Association to respond to natural and other disasters and humanitarian causes overseas.

k) And such other Objects as the Association shall consider worthy and appropriate from time to time.

## **6. Powers of the Centre**

- a) To purchase, sell, mortgage, lease, exchange or otherwise acquire or dispose of any real or personal property.
- b) With respect to the administration of the Centre, open and operate bank accounts and draw, accept and negotiate cheques and other negotiable instruments.
- c) To obtain monies by way of contributions, donations, subscriptions, grants or by any other lawful method and to receive gifts of real or personal property.
- d) To deal with the monies of the Centre not immediately required for the purposes of the Centre in such a manner as authorised by law and as may from time to time be determined by Board.
- e) To appoint delegates and representatives to other organisations or bodies.
- f) To appoint or elect or co-opt subcommittees and working parties.
- g) To approve the membership of, suspend, expel or otherwise deal with any member or official for any behaviour or non-compliance with the Rules of the Centre, By-Laws of the Centre or decisions of the Board when such behaviour or non-compliance is deemed not to be in the best interests of the Centre.
- h) To appoint, suspend or dismiss or otherwise deal with employees, consultants, subcontractors or any other bodies, professionals or persons having dealings with the Centre.
- i) To make By-Laws for the conduct of the Centre.

- j) To erect, maintain and improve or make alterations to any land or buildings or other property in the care, control, custody or ownership of the Centre.
- k) To do all such other things as the Centre or its Members (other than Associate Members) may deem necessary, incidental or conducive to the attainment of the above objects and the exercise of the above powers.

## **7. Membership**

There shall be members of the Centre, consisting of three separate categories:

- a) Ordinary members shall be open to any person who is in agreement with the objects of the Centre contained herein and has satisfied all other provisions specified in this constitution.
- b) Corporate membership shall be open to any club/association or other organisation that
  - (i) Has been established for a period of at least twelve months, or
  - (ii) Can satisfy the Centre's Board of Management that they are bona fide organisations, or
  - (iii) Has aims and objects which are not incompatible with those of the MSCWA (INC).
- c) Associate Membership: Open to any person who is in agreement with the objects of the Centre contained herein and has satisfied the provisions specified below regarding the procedures for membership. Associate membership carries no voting rights and is not counted as part of the Ordinary or Corporate membership for the purpose of constituting a quorum. Associate members cannot nominate for membership of the Board.
- d) Application for any category of membership shall be made in writing on a form obtainable from the Secretary or the registered office of the Centre.
- e) In the case of corporate membership, an organisation referred in Rule 7 (b) is to nominate a person to receive correspondence and to attend all meetings of the Centre. Representatives or such

organisations nominated to attend meetings of the Centre may appoint another person as their proxy in the event they are unable to attend. Such proxy representatives shall have the same entitlements and rights as the representatives.

- f) Employees of the Centre shall not be permitted to be Board Members.
  
- g) A list of prospective ordinary members shall be tabled at Board Meetings for approval by the following Board Meeting. Application for Corporate membership shall require approval by the Board.

## **8. Procedure for Membership**

- a) Persons or organisations wishing to become members of the Centre shall:
  - (i) Apply in writing for membership on the special form as determined by the Board from time to time and agree in writing that they support the objects of the Centre.
  - (ii) Pay an annual membership fee as prescribed by the Board from time to time.
  - (iii) Be accepted as a member by a majority vote of the Board.
  
- b) Board may refer an application for membership to a General Meeting for determination.
  
- c) All members shall agree to be bound by the Constitution, By-Laws and decisions of the Board.

## **9. Register of Membership**

- a) The Secretary shall on behalf of the Centre, keep and maintain a register of all categories of members. Such register shall show the members name, address, date of joining and date of payment of fees.

- b) The register shall be confidential but made available on request to any member of the Centre at all reasonable times for viewing only.
- c) The Secretary shall cause the name of a person who dies or who ceases to be a member of the Centre to be deleted from the Register of Members.

## **10.Membership Fee**

- a) The Board shall propose the amount of the subscription to the Annual General Meeting to be paid by each member, such amount to be decided from time to time by the Board.
- b) Any person or organisation accepted or eligible for membership of the Centre shall pay to the Treasurer annually on or before 30<sup>th</sup> September or such other date as the Board may from time to time determine, the amount of subscription referred to elsewhere in this Constitution.
- c) A member is a financial member for the purposes of these rules if the subscription is paid on or before the date fixed pursuant to clause 10(b) above. A member whose subscription is not paid by the due date ceases to be a member.

## **11.Cessation of Membership**

A member who delivers notice in writing to the Secretary or any Board Member of their resignation from the Centre, ceases to be a member as at the date specified in the notice.

## **12.Expulsion of Members**

- a) A member can be expelled as a member of the Centre if the Board considers the member's conduct is detrimental to the interests of the Centre. In such as case, The Board shall communicate in writing to the member:
  - (i) Notice of the proposed expulsion including details of the member's conduct and reasons why this conduct is detrimental to the Centre.
  - (ii)The date, time and place of the Board Meeting at which the question of expulsion will be decided, such date being not less



than 7 days before the date of the Board Meeting referred to in clause 12 (a).

- b) At the Board Meeting referred to in clause 12 (a) (ii) the Board may, having provided the member concerned a reasonable opportunity to be heard or to make representation in writing, expel or decline to expel that member from membership of the Centre and shall communicate that decision in writing to that member within fourteen (14) days.
- c) A member who is expelled from membership of the Centre ceases to be a member from the date specified in the notice of expulsion.
- d) A member who is expelled under clause 12 (a) (ii) from the membership of the Centre shall, if wishing to appeal against the expulsion, give notice to the Secretary of an intention to do so within 14 days after the date of the notice of expulsion.
- e) When notice is given under clause 12 (d) above:
  - (i) The Board will call a Special General Meeting and the General Meeting shall, after having given the expelled member a reasonable opportunity to be heard or to make representation in writing to the meeting, confirm or set aside the decision of the Board to expel that member.
  - (ii) The member giving notice ceases to be a member of the Centre until the decision of the Board to expel that member is confirmed under this clause.

### **13. Management**

13.1 The Management of the Centre shall be vested in the Board of Management ("Board") to be partly elected and partly co-opted from among members of the Association. The Board shall comprise of the Chairperson, Vice Chairperson, Secretary and Treasurer and six to eight other Members.

13.2. The Board shall comprise of 10 members to be elected at the AGM of the Association of which at least 4 shall originate from a non-native English speaking background. The Board shall have power to co-opt 2 additional members to the Board as well as fill occasional vacancies.

13.3. The Board shall responsible for:

- a) Upholding and advancing the objects of the Centre.
- b) The proper exercise of the powers of the Centre.
- c) The employment and dismissal of staff consistent with any contractual arrangements.
- d) Satisfying the requirements of any funding or other agreements into which the Centre has entered.
- e) The financial management of the Centre, including the financial management of any services it provides.
- f) Ensuring that any vacancy on the board which may occur during the Board's term of office is filled as soon as possible.
- g) Co-opting persons in an advisory capacity to the Board as required. Co-opted persons do not have voting rights.
- h) Establishing and managing subcommittees and/or task groups with respect to the Centre's agreed programs and method of operation.
- i) Delegating to subcommittees and task groups such powers as the Board deems desirable.
- j) Maintaining membership of and community support for the Centre.

13.5. The Board will delegate its powers for the day-to-day management and administration of the Centre, at first instance, to the Executive Officer/ Director. The Executive Officer Director, at all times, would be responsible to the Board of Management in the performance of these duties.

#### **14. Register of Board Members**

The Secretary shall ensure a current Register of Board Members showing name, address, position, date of election and date of retirement is maintained.

## **15. Nominations and Method of Election of Board Members**

- a) (i) Only financial members (subject to clause 7 (c)) may nominate for membership of the Board.  
  
(ii) The term of office for Board members shall ordinarily be two years and Retiring members shall be eligible to re-nominate for re-election.
- b) The system of voting for positions will be determined by the Board subject to approval by the Members (other than Associate Members) at a General Meeting.
- c) Nominations for positions on the Board shall be in writing, signed by the candidate and delivered to the Secretary at least seven (7) days before the Annual General Meeting.
- d) If there are fewer nominations received than vacancies available on the Board, nominations may be received at the Annual General Meeting.
- e) If any Board positions are not filled at the Annual General Meeting, the Board shall endeavour to fill the positions as soon as possible.
- f) A member who is eligible for election or re-election to the Board may:
  - (i) Propose or second him/herself for election or re-election.
  - (ii) Vote for him/herself or the organisation he/she represents.
- g) Close family member of staff i.e. spouse children and stepchildren are not eligible to contest board positions.

## **16. Cessation of Office**

- a) An office bearer or member of the Board shall cease to hold such office if:
  - (i) He/she resigns in writing as a Board Member.
  - (ii) He/she is suspended or expelled as a Member of the Centre pursuant to clauses 11 and 12 hereof.

- (iii) A majority of the Board of a General Meeting vote to expel a person from the Board.
  - (iv) Any member of the Board failing to attend three successive meetings, without showing adequate reason.
- b) Expulsion from Board: A Member can be expelled as a member of the Board if the Board considers the member's conduct is detrimental to the interests of the Centre or the member is not performing his/her duties of office fully. In such a case, the board shall communicate in writing to the member:
  - (i) Notice of the proposed expulsion including details of the member's conduct and reasons why this conduct is detrimental or not acceptable to the Centre;
  - (ii) The date, time and place of the Board Meeting at which the question of expulsion will be decided, such date being not less than seven (7) days before the date of the Board Meeting referred to in clause 12 (a) (ii).
- c) At the Board Meeting referred to in clause 12 (a) (ii), the Board may, after having given the member concerned a reasonable opportunity to be heard or to make representation in writing, expel or decline to expel that member from membership of the Association and shall communicate that decision in writing to that member within 14 days.
- d) A member who is expelled from the Board under clause 16 ceases to be a member of the Board from the time the decision to expel is taken.
- e) A member who is expelled from the Board shall, if wishing to appeal the expulsion to a Special General Meeting of the Centre, give notice to the Secretary of an intention to do so within 14 days after the date of expulsion.
- f) When notice is given under this clause:
  - (i) The Board will call a Special general Meeting and the Centre may, after having given the expelled member a reasonable opportunity to be heard, or to make representation in writing to

the Special General Meeting, confirm or set aside the decision of the Board to expel that member.

- (ii) The member given notice ceases to be a member of the Board unless and until the decision of the Board to expel that member is set aside under this clause.

### **17. Casual vacancies in Membership of Board**

Should a vacancy occur during the year among the Board Members, the Board will have the power to select a replacement. Any person appointed to fill a casual vacancy by the Board shall only hold office for the Board's current term.

### **18. Voting at Board Meetings**

- a) Each Board member has a deliberate vote.
- b) Decisions made by the Board must not be "ultra vires", i.e. contravene existing law or other contractual obligations.
- c) All decisions at Board Meetings will be deemed to be passed if a majority is obtained.
- d) All motions/proposals will be decided by a majority of votes and in the event of a tie the Chairperson shall have the casting vote. The Chairperson will not have a deliberate vote.
- e) All voting at Board Meetings shall be in person. A Board Member may nominate a proxy to fill his/her position in the event of his/her absence.
- f) Any member of the board who has a direct or indirect pecuniary interest in any matter that is being considered or about to be considered at a meeting of the Board shall, as soon as possible after the relevant facts have come to his/her attention, disclose to those present at the meeting his/her interest and shall then cease to be present at any deliberation of the Board with respect to that matter.
- g) Any co-opted representative other than those co-opted to the board of Management, shall have the right to address any Board or general Meeting but shall have no right to vote at that meeting.

## **19. Staff representation at Board Meetings**

- a) The Centre's Executive Director shall attend Board Meetings at the invitation of the Board and he/she shall not have a vote. The Executive Director will:
  - (i) Present a report of the operations of the service since the last meeting, in a format determined by the Board.
  - (ii) Bring to the attention of the Board any issues which require Board consideration.
  - (iii) Provide information and advice to assist the Board in its deliberations.
  - (iv) Provide feedback to other staff of the considerations and deliberations of the Board.
- b) Other members of staff may attend Board meetings at the invitation of the Board or at their own request.

## **20. Duties of Office Bearers**

### **20.1 Duties of Board:**

Unless otherwise determined by the Board, the duties of the members of the Board shall include the following:

### **20.2 Duties of Chairperson:**

- a) Ensure regular Board Meetings are held and that all Board Members are advised of the meetings.
- b) Draw up an agenda of the meetings with the assistance of the Secretary.
- c) Prioritise agenda items, if necessary set time limits and lead the meeting through the agenda.
- d) Note motions and amendments (with the Secretary) and put these to the meeting to vote on.
- e) Ensure meetings are run in accordance with these Rules.

- f) Sign the minutes of previous meetings after they have been confirmed as an accurate record of the meeting.
- g) Ensure, with other members of the Board, that the legal responsibilities of the Centre are met.
- h) Be a member of subcommittees or other task groups if required.
- i) Act as a spokesperson for the Centre.
- j) Perform such other duties as imposed by the Rules of the Centre.
- k) Hold the position for no more than three consecutive terms.

#### 20.3 Duties of the Vice-Chairperson:

In the absence of the Chairperson, the Vice-Chairperson shall undertake the duties of the Chairperson.

#### 20.4 Duties of the Secretary:

- a) Call meetings in accordance with the provision of these Rules.
- b) Ensure that accurate minutes are taken of Board Meetings and any other meetings of the Centre. That the minutes are properly filed and that copies of minutes are distributed to members.
- c) Work with the Chairperson to note motions and amendments to be voted on in meetings.
- d) Ensure that a list of correspondence received and sent is available at each monthly Board Meeting and that correspondence requiring action by the Board is brought to the Board's attention and that correspondence is properly filed and up-to-date and is available for any member to examine.
- e) Receive and submit all applications for membership to the Board for consideration.

- f) Keep and maintain an up-to-date record of the Rules of the Centre and make these available for inspection on request by a member of the Centre.
- g) Ensure that a Register of members and Board Members is maintained.
- h) Be responsible for the Seal of the Centre and ensure that it is only used in compliance with clause 30 hereof.
- i) Bring to the Board's attention all legal obligations of the Centre.
- j) Ensure that a Procedures Manual detailing all policies and procedures of the Centre is maintained.
- k) Perform such other duties as imposed by the Rules of the Centre.

In the absence of the Secretary at a Board Meeting another member shall be elected as Minutes Secretary.

#### 20.5 Duties of the Treasurer:

- a) Ensure the safekeeping of all books and documents of a financial nature, including securities.
- b) Ensure that proper books of accounts are kept and that funds are not being mismanaged.
- c) Ensure that the financial requirements of funding bodies are met.
- d) Ensure that monthly and quarterly financial reports are produced and presented to the Board and/or members at monthly Board Meetings and at General Meetings.
- e) Ensure that an audit of the books is prepared each year and that the accounts of the Association, showing the financial position at the end of the preceding financial year, is submitted to members at the Annual General Meeting.
- f) Ensure that an annual budget is prepared at the beginning of each financial year.



- g) Ensure, with other Members of the Board, that the legal obligations of the Centre are met.
- h) Perform such other duties as imposed by the Rules of the Centre.

#### 20.6 Duties of Other Board Members:

Other Board Members should assist the Chairperson, Vice-Chairperson, Secretary or Treasurer in undertaking their duties.

#### 20.7 Duties of the Spokesperson:

The spokesperson appointed by the Board shall make statements in accordance with previously agreed policy, or, in an emergency, following consultation with at least two other Board Members.

### **21. Duties and Responsibilities of Executive Director**

While the governing role of the Board of Management is one of leadership, financial and strategic planning, it is the responsibility of the Executive Director to manage the day-to-day operations of MSCWA to achieve these strategic ends, as per paragraph 13.5) of the constitution.

Besides those outlined in paragraph 19) (a) of the constitution the duties and responsibilities of the Executive Director includes:

- Ensuring the effective implementation of all funding contracts that MSCWA is a party to;
- Controlling resources and being responsible for results, including appointing workers to discharge these responsibilities, and monitoring their performance;
- Identifying and maintaining important relationships between MSCWA and other organisations and individuals, relationships that will support effective and efficient service delivery;
- Developing and implementing operational plans and policies, in consultation with workers, in the areas delegated by the Board of Management to the Executive Director.

In fulfilling these duties and responsibilities the Executive Director is accountable to Board of management and will comply with the

delegation frameworks it has designed for this purpose. The board can amend these delegations if it so chooses.

## **22. Policy and Procedures Manual**

In order to implement the powers as per paragraph 6) of the constitution the boards as per paragraph 13.5) of the constitution will maintain a policy and procedures manual to address all aspects of the operations of its Programs and services. The manual reflects the official “rules” governing the administration of the Programs from MSC’s perspective. The provisions of MSC program funding contracts, employment contracts, the SACS and other relevant Awards and relevant State and Federal Legislation will take precedence, if they are in conflict with the contents of this Manual. The Board of Management is committed to reviewing it periodically, in consultation with staff. Each program may have a supplementary manual to reflect the service standards that they need to comply with.

## **23. Meetings**

Board Meetings:

- a) The Board shall meet as often as may be required to conduct the business of the Centre.
- b) The Notice and agenda of every meeting shall be forwarded to each member of the Board at least three days prior to the meeting date or in any emergency such other notice as the board may ratify at the following Board Meeting regularly called.
- c) The date of posting of notices of Board Meetings shall be recorded in a register of outgoing mail.
- d) The business of Board Meetings shall include:
  - (i) Apologies
  - (ii) Review of Agenda
  - (iii) Minutes from last meeting
  - (iv) Business arising from last meeting.
  - (v) Correspondence
  - (vi) Reports
    - Financial
    - Executive Officer and Staff Reports

- Reports from Subcommittees / Task Groups.
- (vii) General Business

Special Board Meetings may be called by the Chairperson or on representation by at least four members of the Board to the Chairperson.

## **24. Quorum for Board Meetings**

The quorum for a meeting shall be fifty percent plus one of the total number of Board members.

## **25. General Meeting**

### **25.1 Annual General Meeting**

- a) An AGM must be held in every calendar year within four (4) months after the end of the Association's financial year.
- b) Members will be notified of date, time and venue of all general meetings by display of such notice on the Notice Board of the Centre and by written notification to all members at least one calendar month before the event.
- c) Motions duly proposed and seconded by Financial Members (other than Associate Members) may be submitted for consideration at the General Meeting. Members must be advised of any such motions not less than twenty-one (21) days before the meeting.
- d) Posting of notices of the AGM shall be recorded in a register of outgoing mail.
- e) The business of the AGM shall be:
  - (i) The receipt of the Chairperson's report for the previous financial year.
  - (ii) The receipt of the Executive Officer's report for the previous year.
  - (iii) The receipt of the Auditor's report and the audited financial statements for the previous financial year.

- (iv) Presentation of the Annual Report.
- (v) The election of Board Members.
- (vi) Recommend the appointment of an Auditor or Auditors for the following financial year.
- (vii) Any other business placed on the agenda prior to the commencement of the meeting.

## **25.2 Special General Meeting**

- a) The Secretary will summon an extraordinary general meeting on a petition arising from an issue/s having the support of at least 20% of Ordinary and Corporate Membership. Furthermore, the Secretary shall call a Special General meeting of the Association within fourteen (14) days of receipt of a directive of the Board, or the written request of five (5) Board Members, or will summon an extraordinary general meeting on a petition arising from an issue/s having the support of at least 20% of General membership, such request being signed by the Members (other than Associate Members) and specifying the business to be carried out at that meeting. Each Special general Meeting shall be held within twenty-eight (28) days of receipt of such directive or request.
- b) Not less than seven (7) clear days notice and in the case of a proposed alteration to the Rules of Association, twenty-eight (28) days notice shall be given to the members of any Special General Meeting. The notice shall specify the place, date and hour of the Special General Meeting and nature of the business to be carried out at last meeting.
- c) If a Special general Meeting is not convened within the 28 days referred to above, the Member/s (subject to clause 7(c)) who made the request may him/her/themselves convene a Special General Meeting as if they were the Board. In such circumstances, the Member/s (subject to clause 7 (c)) convening the Special general meeting will comply with all Rules of the Centre.
- d) Where a Special General meeting is convened under clause 23.2 (c) the Board shall ensure that the Member/s (subject to clause 7

(c) convening the Special General meeting are supplied free of charge with names and addresses of all members and the Centre shall pay with the reasonable expenses of convening and holding the Special General Meeting.

## **26. Quorum for Annual General Meeting and Special General Meeting**

- a) No business shall be transacted at the AGM or any SGM unless a quorum of Members (subject to clause 7 (c) is present at the time when the meeting proceeds to its business. The quorum at any General Meeting shall be 15% of the Members (other than no quorum within 30 minutes of the appointed time for the meeting, then a majority of Members present shall decide to adjourn the meeting for a period of not more than 14 days. The quorum for such an adjourned meeting shall be reduced to 10% of the Members, failing which the meeting shall once again be adjourned and when next held the quorum shall be the number of Members present at the meeting.
- b) When a General Meeting is adjourned for a period of 14 days or more, the Secretary shall give notice of the adjourned General meeting as if that general meeting were a fresh general meeting.

## **27. Voting and the Election of Officers at General Meetings**

- a) Proxies: A member may appoint in writing another member to be their proxy and to attend, and vote on their behalf at any General Meeting.
- b) A member may not be proxy to more than 1 other member.
- c) Subject to this constitution, at a general meeting, each member present in person or by proxy is entitled to one deliberate vote.
- d) A member which is a body corporate, or an organisation, may appoint in writing a person, whether or not he/she is an individual member of the Association, to represent it at a particular general Meeting or at all General Meetings.
- e) An appointment made under clause 26 (a) shall be made by a resolution of the Board of the organisation, and written advice of the resolution shall be lodged with the Secretary of the Centre.

- f) A person appointed under clause 7 (b) to represent an organisation or body corporate shall be deemed for all purposes to be a member until that appointment is revoked in writing or until the particular general Meeting is concluded.
- g) Voting for the Board of Management elections will be by secret ballot.
- h) At the AGM, the following provisions relating to election of officers shall apply:
  - (i) The Board shall appoint a Returning Officer who is a non-member.
  - (ii) The Returning Officer shall conduct the election and count the votes.
  - (iii) In the event of a drawn ballot, re-election is to take place.
  - (iv) Persons with special interest or knowledge relevant to the Centre may be invited by the Chairperson or a majority vote of the Board to attend any meeting, but such persons may not vote.

## **28.Subcommittees**

- a) Any subcommittee must include at least 1 member of the Board and shall be chaired by a member of the Board.
- b) The Chairperson of a subcommittee shall report on the operations of the subcommittee to monthly Board meetings of the Centre.
- c) Terms of reference which specify the selection of the members and the responsibilities delegated to the subcommittee will be drawn up for each subcommittee.
- d) The Board retains full responsibility for the operations of the subcommittee and may overturn any decisions, direct the subcommittee as it sees fit or wind-up the subcommittee.

## **29.Finance**

a) (i) All Association funds shall be deposited to its credit into such bank or banks into such account or accounts approved by the Board, and such accounts to be operated by or on authority of the Board.

(ii) All cheques issued on Association accounts shall be signed by any two of the following, namely Chairperson, Vice Chairperson, Secretary, Treasurer and Executive Director. Exception shall be made for programs established for specific purposes such as emergency relief. In such latter cases cheques may be signed by any one of the above said board members jointly with a staff member duly authorized in writing by the board.

b) The Centre's financial and membership year shall run from July 1 of one year to June 30 of the following year.

### **30. Audited Accounts and Records**

a) The Board shall appoint an Auditor or Auditors not being members of the Centre, who shall audit the accounts and records of the Centre annually and the Treasurer shall present to the AGM a report as to the financial position of the Centre.

b) The Board shall give to the Auditor or Auditors at all reasonable times full access to the Centre books and accounts and afford the Auditor every facility for the purpose of making a correct audit of the Centre's financial affairs.

### **31. Inspection of Centre Records**

Upon reasonable notice to the Secretary, any financial member may inspect the Constitution, books and documents of the Centre, excluding those of a confidential and personal nature which relate to staff and clients of the Centre.

### **32. Common Seal of the Centre**

a) The Centre shall have a Common Seal on which its corporate name shall appear.

b) The Common Seal of the Centre shall be used by the Chairperson or Deputy Chairperson of the Board and every use of the Common Seal shall be recorded in the Minutes of Board Meetings.

- c) The affixing of the Common Seal of the Centre shall be witnessed by at least one (1) Board Member, the Executive Officer (or appointed replacement) and minuted at the following Meeting.
- d) The Common Seal of the Centre shall be kept in the custody of the Secretary or of such person as the Board from time to time decides.

### **33.Alteration of Rules**

These Rules may be altered or replaced by a majority of not less than three quarters of members present, or appointed proxy as per clause 25 above, at a Special General meeting of the Centre, provided that notice of the proposed alteration or replacement of the Rules shall have been given in writing to the Secretary at least 14 days prior to that meeting and that all members of the Centre have been notified of the proposed amendment or replacement at least 14 days prior to the meeting.

### **34.Finances and Property**

The property and income of the Centre shall be applied solely towards the promotion of the Objects or Purposes of the Centre and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Centre, except in good faith in the promotion of those Objects or Purposes.

### **35.Non-Profit Clause**

The assets and income of the Centre shall be applied solely in furtherance of its above-mentioned Objects, and no portion shall be distributed directly or indirectly by way of dividend, bonus or otherwise, to the members of the Association except as bona fide compensation for services rendered or expenses incurred on behalf of the Centre.

### **36.Dissolution**

- a) On dissolution of the Centre any property whatsoever remaining after payment of all debts and legal liabilities shall be transferred to another incorporated association having objects similar in whole or in part as to the objects of the Centre and which is exempt from income tax under section 23 of the Income Tax Assessment Act, PROVIDED ALWAYS THAT the Centre shall not be dissolved



except by approval of not less than three-quarters of the Members (other than Associate Members) present and voting at meeting called for that purpose of which not less than 28 days written notice, including notice of the proposed dissolution has been given to all members and that a copy of the resolution to dissolve the Association is lodged with the Commissioner for Fair Trading within 14 days after the passing of the resolution.

- b) In the event of a dissolution, the Deputy Commissioner of taxation in Western Australia and the Commissioner of Fair Trading shall be advised of the date of dissolution with 30 days.