

Constitution
of
**T.H.E Community Legal Centre
Incorporated**

An association incorporated pursuant to the
Associations Incorporation Act 2015 (WA)

Preamble

T.H.E Community Legal Centre Incorporated acknowledges the Australian Aboriginal and Torres Strait Islander peoples as the traditional custodians of the lands where we live, learn and work, and particularly the Whadjuk people of the Noongar Nation, traditional custodians of the land where our office are currently located. We acknowledge and respect their continuing culture and the contribution they make to the life of this nation, and we pay deep respect to Elders past and present.

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PRELIMINARY MATTERS

1 Name

The name of the association is T.H.E Community Legal Centre Incorporated.

2 Type of entity

The Association is a not-for-profit association incorporated under the *Associations Incorporation Act 2015 (WA)*.

3 Definitions and Interpretation

3.1 Definitions

In this constitution, unless the contrary intention appears, words and phrases have the following meaning:

- (a) **ACNC** means the Australian Charities and Not-for-profits Commission as the national regulatory of the voluntary sector including charities and not-for-profits.
- (b) **ACNC Act** means the *Australian Charities and Not-for-profits Commission Act 2012 (Cth)* as amended, varied or replaced from time to time.
- (c) **Administrative Tribunal** means the State Administrative Tribunal of Western Australia.
- (d) **Amalgamation** means the amalgamation under Part 7 of the Associations Act 2015 of Tenancy WA, The Humanitarian Group and the Employment Law Centre to form the Association.
- (e) **annual general meeting** means a general meeting of members called under clause 14.4.
- (f) **Association** means T.H.E Community Legal Centre Incorporated.
- (g) **Associations Act 2015** means the *Associations Incorporation Act 2015 (WA)*, as amended, varied or replaced from time to time.
- (h) **Association's books** means the Association's registers, minutes, documents, securities, financial records, financial statements and financial reports as defined in section 62 of the Associations Act 2015, however compiled, stored or recorded.
- (i) **Associations Regulations** means the regulations made under the Associations Act 2015 (if any).
- (j) **board** means the group of people, called board members, who are responsible for the management of the affairs of the Association.
- (k) **board meeting** means a meeting of the board members.
- (l) **board member** means a member of the board appointed or elected under clause 21.
- (m) **business day** means a day that is not a Saturday, Sunday, public holiday or bank holiday in Perth, Western Australia.
- (n) **chairperson** means the person elected by the board to hold the office of chairperson of the Association.

- (o) **Charitable Collections Act** means the *Charitable Collections Act 1946* (WA) as amended, varied or replaced from time to time.
- (p) **circular resolution** has the meaning given in clause 25.2(a)
- (q) **clause** means a clause of this constitution (unless the context suggests otherwise).
- (r) **Commissioner** means the person designated as the Commissioner from time to time under the Associations Act 2015, currently the executive officer of the Department.
- (s) **constitution** means this document as amended, supplemented or varied from time to time.
- (t) **Corporations Act** means the *Corporations Act 2001* (Cth).
- (u) **Department** means the Western Australian government department principally assisting with the administration of the Associations Act 2015, currently the Western Australian Department of Mines, Industry Regulation and Safety.
- (v) **Employment Law Centre** means the Incorporated Association formally known as The Employment Law Centre of WA (Inc) ABN 36 365 876 841 before its winding up in connection with the Amalgamation.
- (w) **financial records** includes:
 - (i) invoices, receipts, orders for the payment of money, bills of exchange, cheques, promissory notes and vouchers;
 - (ii) documents of prime entry such as sales day books, purchase day books, sales returns day books, purchases returns day books, bank books, cash receipts books, cash payments books, petty cash receipts books, petty cash payments books and journals; and
 - (iii) working papers and other documents needed to explain:
 - (A) the methods by which financial statements are prepared; and
 - (B) adjustments to be made in preparing financial statements.
- (x) **financial report** means the financial report for a financial year of a tier 2 association or a tier 3 association and comprises:
 - (i) the financial statements for the financial year;
 - (ii) the notes to the financial statements for the relevant financial year; and
 - (iii) the declaration about the financial statements and notes made by the board.
- (y) **financial statement** means:
 - (i) if the association uses the cash basis of accounting:
 - (A) a statement of receipts and payments for the financial year;
 - (B) a reconciled statement of bank account balances as at the end of the financial year; and
 - (C) a statement of assets and liabilities as at the end of the financial year.
 - (ii) if the Association uses the accrual basis of accounting:
 - (A) a statement of income and expenditure for the financial year;
 - (B) a balance sheet; and

- (C) any other financial reports that are required to enable an audit to be conducted by a professional accounting body holding a public practising certificate.
- (z) **financial year** means a period of 12 months commencing on 1 July and ending on 30 June.
- (aa) **general meeting** means a meeting of the members of the Association to which all members (including associate members, if any) are invited to receive notice of and attend, and is either:
 - (i) an annual general meeting; or
 - (ii) a special general meeting.
- (bb) **Incorporated Association** has the meaning given in section 3 of the Associations Act 2015.
- (cc) **meeting chair** means the person who chairs a general meeting or a board meeting.
- (dd) **member** means a person or organisation that is a member of the Association entered in the members' register.
- (ee) **members' register** means the register maintained in accordance with clause 9.
- (ff) **minutes** means a permanent and detailed record of the deliberations of, and resolutions adopted at, general meetings and board meetings (as applicable) and may include a hardcopy or an authorised softcopy documentation of those deliberations and resolutions.
- (gg) **model rules** means the template set of rules for incorporated associations established under the association's regulations.
- (hh) **life member** means a person elected under clause 10(b).
- (ii) **Objects** has the meaning given in clause 4.
- (jj) **officeholder** means a board member referred to in clause 19.2(a).
- (kk) **ordinary resolution** means a resolution at a meeting that:
 - (i) is not a special resolution; and
 - (ii) is passed by the votes of more than 50% of the persons who present and are entitled to cast a vote at that meeting.
- (ll) **organisational member** means a member of the Association that is a corporation, Incorporated Association or other form of body corporate.
- (mm) **organisational representative** means a natural person (i.e. human being) nominated by the organisational member to represent the organisational member at one or more general meetings.
- (nn) **poll** means voting conducted in written form (other than by a show of hands) which is recorded in writing in the minutes.
- (oo) **present** means, in connection with a general meeting, a member being present in person or by proxy, attorney or organisational representative, and includes being present at a different venue from the venue at which other members are participating in the same meeting, providing the pre-requisites for a valid meeting at different venues under this constitution are observed.

- (pp) **quorum** means the number of persons required to be present in order to conduct a meeting.
- (qq) **registered charity** means an organisation that is registered as a charity under the ACNC Act.
- (rr) **secretary** means the person appointed to the office of secretary of the Association from time to time.
- (ss) **special general meeting** means any general meeting of members that is not an annual general meeting.
- (tt) **special resolution** means a resolution proposed at a meeting and passed by the votes of not less than 75% of the persons who are present and entitled to cast a vote at that meeting.
- (uu) **surplus property** has the meaning given in section 3 of the Associations Act 2015.
- (vv) **Tenancy WA** means the Incorporated Association formally known as Tenancy WA Inc ABN 74 703 793 741 prior to its winding up in connection with the Amalgamation.
- (ww) **The Humanitarian Group** means the Incorporated Association formally known as Centre for Advocacy Support and Education for Refugees (Inc) ABN 90 649 933 494 trading as The Humanitarian Group prior to its winding up in connection with the Amalgamation.
- (xx) **tier 1 association** means an incorporated association to which section 64(1) of the Associations Act 2015 applies.
- (yy) **tier 2 association** means an Incorporated Association to which section 64(2) of the Associations Act 2015 applies.
- (zz) **tier 3 association** means an Incorporated Association to which section 64(3) of the Associations Act 2015 applies.
- (aaa) **treasurer** means the person appointed to the office of treasurer of the Association from time to time.

3.2 Relationship between constitution and Associations Act

The Associations Act 2015 overrides any provision in this constitution which is inconsistent with the Associations Act 2015, to the extent of that inconsistency.

3.3 Interpretation

In this constitution:

- (a) the words 'including', 'for example', or similar expressions mean that there may be more inclusions or examples than those mentioned after that expression;
- (b) reference to any statute, rule, regulation or ordinance (**statute**) includes every amendment, re-enactment, or replacement of that statute and any subordinate legislation made under that statute (such as the Associations Regulations);
- (c) the singular includes the plural and vice versa;
- (d) a gender includes the other genders;
- (e) headings are used for convenience only and do not affect the interpretation of this constitution;

- (f) other grammatical forms of a defined word or expression have a corresponding meaning;
- (g) a reference to a document is to that document as amended, novated, supplemented, extended or restated from time to time;
- (h) if something is to be or may be done on a day that is not a business day then it must be done on the next business day;
- (i) "person" includes a natural person, partnership, body corporate, association, joint venture, governmental or local authority, and any other body or entity whether incorporated or not;
- (j) "month" means calendar month and "year" means 12 consecutive months;
- (k) a reference to any agency or body that ceases to exist, is reconstituted, renamed or replaced, or has its powers or functions removed (defunct body) is to the agency or body that performs most closely the powers or functions of the defunct body; and
- (l) any expression in a provision of this constitution that relates to a particular provision of the Associations Act 2015 has the same meaning as in that provision of the Associations Act 2015.

CHARITABLE OBJECT, PURPOSES AND POWERS

4 Objects and purposes

The objects of the Association (**Objects**) are to pursue the following charitable purposes:

- (a) to provide legal and related services to people in the Western Australian community who may face barriers in obtaining equitable access to justice for reasons including but not limited to: poverty, destitution, family violence, socio-economic status, homelessness, precarious work, illiteracy, race, ethnicity, age, religion, disability, detention, citizenship and residency, recent arrival in Australia, language or cultural barriers, mental illness and sexuality;
- (b) to maintain and strengthen the human rights of asylum seekers and refugees and people new to Australia from culturally and linguistically diverse communities, vulnerable workers, people who are homeless or at risk of homelessness, tenants, boarders and lodgers, those seeking assistance in relation to social security and other vulnerable people;
- (c) to provide legal advice and representation, test cases, information, research, community legal education, advocacy and policy development, including but not limited to tenancy law, employment and labour law and migration law;
- (d) to promote and provide legal education, training and resources to:
 - (i) clients and community to increase their awareness of legal issues, and to support them to participate fully and competently in the resolution of legal matters and disputes affecting them; and
 - (ii) the legal profession, the judiciary and other service providers promoting the needs of clients to assist them achieve equitable and just outcomes;
- (e) to collect data, initiate research and evaluation of existing and proposed laws and legal processes and promote the interests and rights of the Association's clients, individually and collectively, by contributing to law reform and public policy debate and implementation;

- (f) to liaise and co-operate with relevant organisations;
- (g) to work collaboratively with Local Service Units and provide tenancy workers employed within these units training that will equip them to provide effective tenancy advice and education services to tenants; and
- (h) to do all things necessary, incidental to or conducive to the attainment of the above objects.

5 Powers

Subject to the Associations Act 2015, the Association may do all things necessary to lawfully pursue its Objects that are not otherwise required to be done by the members at a general meeting.

6 Not-for-profit

6.1 Property and income

The property and income of the Association must be applied solely to promoting the Objects and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member, except in good faith in promoting the Objects.

6.2 Permitted payments

Provided it is done in good faith, clause 6.1 does not prevent the Association from:

- (a) making payment to a member for goods or services they have provided in the ordinary course of business in the furtherance of the Objects, or expenses they have properly incurred on behalf of the Association at fair and reasonable rates;
- (b) a payment of interest on money borrowed from a member by the Association, at a rate not exceeding the cash rate published from time to time by the Reserve Bank of Australia; or
- (c) a payment of reasonable rent to the member for any premises leased by the member to the Association.

MEMBERS – MEMBERSHIP REQUIREMENTS

7 Number, qualifications and liability of members

7.1 Number

The Association must have a minimum of 6 members with full voting rights. The maximum number of members of the Association (if any) is at the discretion of the board.

7.2 Qualifications

- (a) Any person, except for paid employees of the Association, who supports the Objects of the Association, is eligible to apply for membership in accordance with clause 8.
- (b) The Association must comply with all legal and regulatory obligations that apply to the Association when assessing eligibility of an applicant to become a member.

- (c) A person under the age of 15 years cannot belong to a class of members that has voting rights.
- (d) The board may, from time to time, prescribe additional eligibility criteria for membership or a particular class of membership.

7.3 Liability

- (a) Members are to pay any membership fees set by the Association.
- (b) Members are not liable to pay, by reason of the person's membership, any other debts incurred by or on behalf of the Association, including the costs of winding up of the Association.

8 Becoming a member

8.1 Application

- (a) A person who, or organisation that, wishes to become a member (**applicant**) must make a written membership application to the Association in the form set out in schedule 1 to this constitution or such other form as the board may determine from time to time (**membership application form**), which must be:
 - (i) signed by the applicant and a current board member in support of the applicant; and
 - (ii) lodged via email, online or by hand to the secretary at the registered office of the Association.
- (b) If the Association has more than one class of members, the membership application form must specify the applicable class of membership applied for by the applicant.
- (c) An applicant will become a member when:
 - (i) the board (under clause 8.2(a)) or the members (under clause 8.2(g)) as applicable approves the applicant's membership application;
 - (ii) the applicant pays any membership fees due under clause 11; and
 - (iii) the applicant's name is entered into the member's register by the secretary.
- (d) When the requirements of clause 8.1(c) have been fulfilled, the person becomes a member, is entitled to exercise all the rights and privileges attaching to that member's class of membership, and is bound by this constitution.

8.2 Consideration of membership application

- (a) The board, in its discretion, must consider and decide whether to approve or reject a membership application.
- (b) Subject to clause 8.2(c), a membership application must be considered and decided in the order in which it was received.
- (c) When considering a membership application, the board may seek clarification of any matter or further information in support of the application, and may delay its decision to allow for that material to be provided.
- (d) The board must not approve a membership application unless the applicant:
 - (i) meets all the membership qualifications under clause 7.2; and
 - (ii) makes a written membership application that complies with clause 8.1(a).

- (e) The board may refuse to accept a membership application even if the applicant satisfies the requirements of clause 8.2(d).
- (f) As soon as is practicable after a decision is made under clause 8.2(a), the board must give written notification to the applicant of the outcome of the membership application.
- (g) If an applicant complies with clause 8.2(d), but the applicant's membership application is still rejected by the board, the applicant may request that their membership application, accompanied by a brief document prepared by the applicant in support of their membership application, be put to the members at the next occurring general meeting of the Association. If, at that general meeting, the members pass an ordinary resolution approving the applicant's application for membership, the secretary must enter the applicant's name in the member's register (subject to the applicant paying any membership fee under clause 11).

8.3 Representative where the member is an organisation

A member that is an organisation must appoint a natural person to act as its organisational representative at general meetings in accordance with clause 16.4, subject to the Associations Act 2015 and subject to any restrictions on the representative's powers imposed by the member.

9 Members register

9.1 Content of members register

- (a) The Association must maintain and keep updated a members register in accordance with section 53 of the Associations Act 2015 which must contain:
 - (i) the full names of each member;
 - (ii) the contact postal, residential or email addresses of each member;
 - (iii) the class of membership held by each member;
 - (iv) the date upon which a person became a member; and
 - (v) for organisational members, the name and date of appointment of each representative.
- (b) Within 28 days after a change in membership the secretary must ensure that a membership change is recorded in the members register.
- (c) The secretary must ensure that the members register is kept and maintained at such place as the board determines from time to time.

9.2 Inspection and copying of members register

- (a) A member must be entitled to inspect the members register free of charge, at such time and place as is mutually convenient to the Association and the member.
- (b) A member must contact the secretary in writing to request to inspect the members register.
- (c) A member may make a copy of details from the members register but has no right to remove the members register.

- (d) A member may make a request in writing to the secretary for a copy of the members register for which the Association may charge a reasonable fee, which is to be determined by the board from time to time.
- (e) The board will require a member who requests a copy of the members register under clause 9.2(d) to provide a statutory declaration to the secretary setting out the purpose of the request and declaring that the purpose is connected with the Association's affairs.

9.3 Prohibited use of information on members' register

A member must not use or disclose the information on the members register:

- (a) to gain access to information that a member has deliberately denied to them (for example, in relation to a social, family or legal difference or dispute involving the latter member);
- (b) to contact, send material to the Association or a member for the purpose of advertising for political, religious, charitable or commercial purposes; or
- (c) for any other purpose unless the use of the information:
 - (i) is approved by the board; and
 - (ii) for a purpose directly connected:
 - (A) to the Association's affairs;
 - (B) to the provision of information to the Commissioner under the Associations Act 2015; or
 - (C) to the administration of the Associations Act 2015.

10 Classes of members

- (a) The membership of the Association consists of:
 - (i) ordinary members (who are individuals);
 - (ii) life members;
 - (iii) organisational members; and
 - (iv) such other classes of membership as the board may determine from time to time under clause 10(e).
- (b) A life member is a person who satisfies the criteria (if any) determined by the board from time to time and is elected as life member by an ordinary resolution of the members at a general meeting of the Association upon the recommendation of the board.
- (c) No member can belong to more than one class of membership.
- (d) All classes of members have:
 - (i) the right to receive notice of, attend and vote at all general meetings; and
 - (ii) such other rights and benefits determined by the board from time to time.
- (e) From time to time the board may resolve to create new classes of membership and determine the rights, benefits and obligations attaching to that class of membership.

11 Membership fees

11.1 Entrance fee

- (a) The board may from time to time determine the entrance fee, if any, to be paid to the Association by each class of member, upon becoming a member (**membership entrance fee**).

11.2 Annual membership fee

- (a) The board may from time to time determine the annual membership fee, if any, to be paid by each member or a class of members (**annual membership fee**).
- (b) Each member must pay the annual membership fee to the Association as and when decided by the board.
- (c) Subject to clause 11.2(d), if a person, who is renewing their membership, fails to pay the annual membership fee to the Association by the due date set under 11.2(b), or 7 days prior to the annual general meeting, whichever comes first, the person will immediately lose the right to vote at general meetings.
- (d) If a member has its right to vote suspended under clause 11.2(c) and subsequently pays all the member's outstanding fees to the Association, the board may, if it considers fit and at its sole discretion, reinstate the member's right to vote from the date on which the outstanding fees are paid.
- (e) The board is not obliged to provide reasons for its decision to, or not to, reinstate the member's rights under clause 11.2(d).

12 Termination of membership

12.1 Circumstances when membership terminates

- (a) A member's membership terminates if the member:
 - (i) ceases to be a member under clause 11.2(c);
 - (ii) resigns as a member under clause 12.2;
 - (iii) is expelled as a member under clause 12.3;
 - (iv) where the member is an individual, dies; or
 - (v) where the member is an organisational member, it is dissolved, wound up or otherwise has its registration cancelled.
- (b) The Association must keep a record of:
 - (i) the date on which member's membership ends under clause 12.1(a); and
 - (ii) the reason the member's membership ends,within 28 days after the change occurs and retain this information for a period of one year after a member's membership ends.

12.2 Resignation of member

- (a) A member may resign as a member by giving written notice of their resignation to the secretary.

- (b) The member's resignation is effective as at:
 - (i) the time of receipt by the secretary of the person's written notice of resignation; or
 - (ii) if a later time is stated in the notice, at that later time.
- (c) Despite their resignation, any member who resigns from the Association remains liable to pay any outstanding membership fees to the Association.
- (d) The outstanding fees referred to in clause 12.2(c) may be recovered as a debt due by the member to the Association.

12.3 Suspension or expulsion of member

- (a) Subject to first complying with clause 12.3(b), the board may, by board resolution, suspend or expel a member from membership if:
 - (i) the member refuses or neglects to comply with this constitution; or
 - (ii) in the board's reasonable opinion, the member's conduct or behaviour is detrimental to the interests of the Association.
- (b) The secretary must, not less than 28 days before the board meeting at which the suspension or expulsion resolution is to be considered, give written notice to the member setting out:
 - (i) the proposed suspension or expulsion and the grounds on which it is based;
 - (ii) the date, place and time of the board meeting at which the suspension or expulsion resolution is to be considered by the board;
 - (iii) that the member, or the member's representative, may attend the board meeting at which the suspension or expulsion resolution is to be considered; and
 - (iv) that the member, or the member's organisational representative, may address the board at the board meeting at which the suspension or expulsion resolution is to be considered and must be given a full and fair opportunity to state the member's case orally, in writing, or both.
- (c) At the board meeting at which the suspension or expulsion resolution is to be considered the board must:
 - (i) give the member, or the member's representative, a full and fair opportunity to state the member's case orally;
 - (ii) give due consideration to any written statement submitted by the member; and
 - (iii) determine whether or not the member should be:
 - (A) expelled as a member; or
 - (B) suspended as a member, and if so, the period of the member's suspension.
- (d) Once the board has decided to suspend or expel a member, the member is immediately suspended or expelled.
- (e) Within 7 days of the board meeting at which the suspension or expulsion resolution is considered, the secretary must ensure that the member is informed in writing of the board's decision and the reasons for the board's decision.

12.4 After suspension of member

- (a) If a member's membership is suspended under clause 12.3 the secretary must record in the members' register within 28 days of the date of suspension:
 - (i) the suspended member's name;
 - (ii) the date on which the member's suspension takes effect; and
 - (iii) the length of the suspension determined by the board under clause 12.3(c)(iii)(B) (**suspension period**).
- (b) A suspended member cannot exercise any rights or privileges of a member, including voting rights, during the suspension period.
- (c) Upon the expiry of the suspension period, the secretary must record in the members' register that the member is no longer suspended within 28 days of that expiration date.

12.5 Expulsion of member

- (a) Subject to clause 12.6, if a member's membership is expelled under clause 12.3, the secretary must remove the member's name from the members' register within 28 days of the expulsion.
- (b) A member expelled under clause 12.3 is not entitled to any refund of any entrance fee or annual membership fee.

12.6 Member's right of appeal against suspension or expulsion

Within 14 days of receiving notice of the board's decision under clause 12.3(c), an expelled or suspended member may appeal the board's suspension or expulsion decision by giving written notice of the expelled or suspended member's intention to seek:

- (a) an appeal of the board's suspension or expulsion decision; and
- (b) the appointment of a mediator under clause 34.

12.7 Reinstatement of member

If the board's decision to suspend or expel a member is revoked, any act performed by the board or members in a general meeting during the period that the member was suspended or expelled from membership under clause 12.3, is deemed to be valid, notwithstanding the member's inability to exercise their rights or privileges of a member, including the right to vote, during that suspension period.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING

13 General meeting

13.1 Definition

A general meeting is a meeting of the Association that all members of the Association are entitled to receive notice of and attend.

13.2 Two types of general meeting

There are 2 types of general meetings, namely:

- (a) an annual general meeting; and
- (b) a special general meeting.

14 Annual general meeting

14.1 Purpose of annual general meeting

An annual general meeting is called to conduct the following business:

- (a) confirmation of the minutes of the previous annual general meeting;
- (b) confirmation of the minutes of any special general meeting held since the previous annual general meeting (if the minutes of that special general meeting have not yet been confirmed);
- (c) election or appointment of board members;
- (d) receive the financial statements or financial reports (as applicable) for the previous financial year;
- (e) receive the auditor's report on the financial statements or financial reports (as applicable) for the previous financial year;
- (f) auditor appointment/resignation; and
- (g) such other business as may be necessary or desirable.

14.2 Date, time and place of annual general meeting

Subject to clause 14.4(a), the annual general meeting will be held on a date, and at a time and place, decided by the board.

14.3 Financial statements, reports and annual general meetings

- (a) If the Association is a tier 1 association, it must prepare an annual financial statement for the preceding year under Part 5 of the Associations Act 2015.
- (b) If the Association is a tier 2 association or tier 3 association, then the Association must:
 - (i) within 6 months from the end of a financial year, prepare a financial report for the preceding financial year under Part 5 of the Associations Act 2015;
 - (ii) ensure that the financial report is audited and that an audit report is prepared and presented for consideration by members at the annual general meeting; and
 - (iii) as required by the Association's regulations and/or the ACNC, lodge the annual return with the Commissioner and/or the ACNC.

14.4 Holding annual general meeting

- (a) The Association must hold an annual general meeting each calendar year:
 - (i) within 6 months after the end of the financial year; or
 - (ii) within a longer period if the Commissioner so allows.

- (b) If the Association requires the approval from the Commissioner to hold its annual general meeting within a longer period under clause 14.4(a)(ii), the secretary must ensure that application is made to the Commissioner for such approval no later than 4 months after the end of the financial year.
- (c) The notice calling for an annual general meeting must specify that it is an annual general meeting of the Association and must comply with clause 14.1.

14.5 Special general meeting

- (a) Any meeting of members that is not the annual general meeting is called a special general meeting.
- (b) A special general meeting:
 - (i) must have a specific purpose;
 - (ii) is often called to deal with business that cannot wait until the annual general meeting; and
 - (iii) may consider a range of matters, including matters that must be decided by a special resolution.
- (c) The quorum and procedure of a special general meeting are the same as for an annual general meeting, although the business to be conducted will be different.

14.6 Calling annual general meeting or special general meeting

A special general meeting:

- (a) may be called by the board, at any time; and
- (b) must be called by the board where it receives a request from members that complies with clause 14.7(c).

14.7 Members call for special general meeting

- (a) In the event that members request a special general meeting to be held under clause 14.6(b) the board must (if the requirements of clause 14.7(c) have been met):
 - (i) give 21 days' notice of a special general meeting to all members; and
 - (ii) hold the special general meeting within 2 months of the members' request.
- (b) The percentage of votes of members set out in clause 14.7(c) is to be calculated as at midnight before the day upon which the members request the special general meeting to be called.
- (c) A request by the members for a special general meeting to be held under clause 14.6(b) must:
 - (i) state the purpose of the special general meeting;
 - (ii) be in writing signed by at least 20% of the members entitled to vote at a general meeting; and
 - (iii) be lodged with the secretary or, in the absence of the secretary, with the chairperson.
- (d) Separate copies of a document setting out the request by the members for a special general meeting to be held under clauses 14.6(b) may be signed by members if the wording of the request is the same in each copy of the request.

14.8 Failure to hold annual general meeting or special general meeting requested by members

- (a) If the board does not call the special general meeting requested by members under clauses 0(b) within the time frame referred to in clause 14.7(a)(ii), a majority (being more than 50%) of the percentage of members who made the request under 14.6(b), may call and arrange to hold a special general meeting.
- (b) To call and hold a special general meeting under clause 14.8(a), the members must:
 - (i) as far as possible, follow the procedures for a general meeting set out in this constitution;
 - (ii) call the special general meeting using the list of members on the members' register, which the Association must provide at no cost to the members making the request; and
 - (iii) hold the special general meeting within three months after the request for a special general meeting to be held under clauses 14.6(b) was lodged with the secretary or, in the absence of the secretary, with the chairperson.
- (c) The Association is required to pay the members calling and holding the special general meeting under clauses 14.8(a) any reasonable expenses incurred by them.

14.9 Quorum at annual general meeting or special general meeting

- (a) 50% of members, plus 1, present and entitled to vote will constitute a quorum for an annual general meeting or special general meeting.
- (b) Subject to clause 14.9(d), no business will be conducted at an annual general meeting or special general meeting unless a quorum of members is present at the time the annual general meeting or special general meeting considers that item.
- (c) If, within half an hour of the time appointed for the commencement of an annual general meeting or special general meeting, a quorum is not present:
 - (i) in the case of a special general meeting, the meeting lapses; or
 - (ii) in the case of an annual general meeting, the meeting is to stand adjourned to:
 - (A) the same day and time in the following week; and
 - (B) the same place unless another place is specified by the chairperson at the time of the adjournment or by written notice given to the members before the day to which the meeting is adjourned.
- (d) If at the adjourned annual general meeting under clause 14.9(c) a quorum is not present within half an hour of the time appointed for the commencement of the meeting, the members present are to constitute a quorum (provided there is at least 2 members present and eligible to vote).

14.10 Notice of, and motions at, annual general meeting or a special general meeting

- (a) The secretary must ensure that each member is given at least:
 - (i) 14 days' notice of a general meeting; or
 - (ii) 21 days' notice of any special general meeting or any general meeting if a special resolution is proposed to be moved at that general meeting.

- (b) The notice of an annual general meeting or special general meeting must specify:
 - (i) the place, date and time of the annual general meeting or special general meeting;
 - (ii) the rights of each class of member to attend and vote at the annual general meeting or special general meeting;
 - (iii) the particulars and order of the business to be conducted at the annual general meeting or special general meeting; and
 - (iv) any special resolutions that are to be considered at the annual general meeting or special general meeting (which must include the wording of the proposed special resolution).
- (c) The notice of an annual general meeting or special general meeting or any notice of motion must be issued in the manner set out in clauses 38 and 39.

14.11 Using technology to hold annual general meeting or special general meeting

- (a) An annual general meeting or special general meeting may take place:
 - (i) where the members are physically present together; or
 - (ii) by the use of any technology (such as video or teleconferencing), if it reasonably allows each member to participate fully in discussions and decisions as they happen in the annual general meeting or special general meeting and provided that the participation of each member is made known to all other members in attendance.
- (b) A member who participates in an annual general meeting or special general meeting as set out in clause 14.11(a).
 - (i) is deemed to be present at the annual general meeting or special general meeting; and
 - (ii) continues to be present at the annual general meeting or special general meeting for the purposes of establishing a quorum, until the member notifies the other members that they are no longer taking part in the annual general meeting or special general meeting.

14.12 Conducting annual general meeting or special general meeting

- (a) The chairperson will normally act as meeting chair of each annual general meeting or special general meeting.
- (b) The members at an annual general meeting or special general meeting may elect a board member other than the chairperson to be the meeting chair for that annual general meeting or special general meeting if the chairperson is:
 - (i) not present within 30 minutes after the starting time set for the annual general meeting or special general meeting; or
 - (ii) present but does not want to act as meeting chair of the annual general meeting or special general meeting.
- (c) The annual general meeting or special general meeting cannot conduct business unless the quorum specified in clause 14.9 is present.
- (d) At an annual general meeting or special general meeting at which the quorum specified in clause 14.9 is present, the meeting chair may adjourn the annual general

meeting or special general meeting with the consent of a majority (more than 50%) of the members present.

- (e) No business can be conducted at a rescheduled annual general meeting or special general meeting other than the unfinished business from the adjourned annual general meeting or special general meeting.
- (f) When an annual general meeting or special general meeting is adjourned for 14 days or more, the secretary must ensure that notice of the adjourned annual general meeting or special general meeting is given to the members in accordance with clause 14.10 as if that general meeting was a new annual general meeting or special general meeting.
- (g) The secretary must ensure that minutes of the resolutions and proceedings of all annual general meetings or special general meetings are recorded and maintained together with a record of the names of persons present at each annual general meeting or special general meeting.
- (h) The auditor is entitled to attend any annual general meeting or special general meeting and to be heard by the members on any part of the business of the annual general meeting or special general meeting that concerns the auditor in the capacity of auditor.
- (i) The Association must give the auditor any communications relating to the annual general meeting or special general meeting that a member is entitled to receive.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – RESOLUTIONS

15 Ordinary and special resolutions

15.1 Passing of resolutions

- (a) Subject to the Associations Act 2015 and clause 15.1(b), all resolutions of members may be passed as an ordinary resolution.
- (b) A special resolution must be passed to:
 - (i) amend the name of the Association;
 - (ii) amend the constitution;
 - (iii) affiliate the Association with another body;
 - (iv) transfer the incorporation of the Association;
 - (v) amalgamate the Association with one or more other Incorporated Associations;
 - (vi) voluntarily wind up the Association;
 - (vii) cancel the incorporation of the Association;
 - (viii) request that a statutory manager/administrator be appointed to the Association; and
 - (ix) do anything that this constitution or the Associations Act 2015 requires be done by special resolution.

15.2 Notice of special resolution

For a special resolution to be passed by the members at a general meeting:

- (a) members must receive notice of the special resolution not less than 21 days (in accordance with clause 14.10(a)(ii)) before the date of the annual general meeting or special general meeting at which the special resolution is to be considered.
- (b) the notice of the special resolution must:
 - (i) be in writing;
 - (ii) include the place, date and time of the general meeting where it is proposed that the special resolution be put;
 - (iii) include the intention to propose a special resolution; and
 - (iv) set out the wording of the proposed special resolution.
- (c) If notice is not given in accordance with clauses 15.2(a) and (b) the special resolution will have no effect.

ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING – VOTING

16 Voting conditions at annual general meeting and special general meeting

16.1 Number of votes per member at annual general meeting and special general meeting

Each member present at a general meeting has one (1) vote at that particular general meeting.

16.2 Entitlement to vote at annual general meeting and special general meeting

A member or their proxy is not entitled to vote at any annual general meeting or special general meeting unless all money due and payable to the Association by the member (or their appointing member) has been paid.

16.3 Challenge to member's right to vote at annual general meeting and special general meeting

- (a) A member or the meeting chair may only challenge a person's right to vote at an annual general meeting or special general meeting at that same annual general meeting or special general meeting.
- (b) If a challenge is made under clause 16.3(a) the meeting chair will review the person's right to vote under clause 16.2 and then decide whether or not the person may vote.
- (c) The meeting chair's decision on this point is final.

16.4 Organisational members and organisational representatives – voting at annual general meeting and special general meeting

- (a) An organisational member must appoint a natural person to represent the organisational member at annual general meetings and special general meetings (**organisational representative**).
- (b) An organisational representative must be appointed in writing using the form set out at schedule 3 (**Appointment of Organisational Member Representative Form**).
- (c) A copy of the Appointment of Organisational Member Representative Form must be forwarded by the organisational member to the secretary.

- (d) An organisational representative has authority to represent the organisational member:
 - (i) if appointed for a particular annual general meeting or special general meeting, until the conclusion of that annual general meeting or special general meeting; or
 - (ii) otherwise, until the appointment of the organisational representative is revoked by the organisational member and notice of this revocation is given by the organisational member to the secretary.
- (e) The board may reject the appointment of an organisational representative where it reasonably believes it is in the best interest of the Association to reject that appointment.

16.5 Voting procedure at annual general meeting and special general meeting

- (a) Voting at an annual general meeting and special general meeting must be conducted and decided by:
 - (i) a show of hands;
 - (ii) a vote in writing; or
 - (iii) another method chosen by the meeting chair that is fair and reasonable in the circumstances.
- (b) Before a vote is taken, the meeting chair must state whether any proxy votes have been received and, if so, how the proxy votes are to be cast.
- (c) The meeting chair's decision is conclusive evidence of the result of the vote.
- (d) The meeting chair and the minutes of the annual general meeting and special general meeting do not need to state the number or proportion of the votes recorded in favour or against on a show of hands.
- (e) In the case of an equality of votes at an annual general meeting or special general meeting, the meeting chair is entitled to exercise a second or casting vote.

16.6 When and how a vote in writing will be held at annual general meeting and special general meeting

- (a) A vote in writing may be demanded on any resolution instead of, or after, a vote by a show of hands by:
 - (i) at least 50% members present; or
 - (ii) the meeting chair.
- (b) A vote in writing must be taken when and how the meeting chair directs.
- (c) A vote in writing must be held immediately if it is demanded under clause 16.6(a):
 - (i) for the election of a meeting chair under clause 14.12(b); or
 - (ii) to decide whether to adjourn the annual general meeting or special general meeting.

17 Proxies at annual general meeting and special general meeting

17.1 Annual general meeting and special general meeting requirements

- (a) A member may appoint a proxy to attend and vote at an annual general meeting or special general meeting on their behalf.
- (b) The appointed proxy must be a member.
- (c) No member may hold more than 2 proxy votes at an annual general meeting or special general meeting.
- (d) A proxy appointed to attend and vote for a member has the same rights as the member to:
 - (i) speak at the annual general meeting or special general meeting;
 - (ii) cast a vote in writing (but only to the extent allowed by the proxy's appointment); and
 - (iii) join in to demand a vote in writing under clause 16.6.
- (e) An appointment of proxy, in the form as set out in schedule 2 to this constitution (**Proxy Form**), must be signed by the appointing member and must contain:
 - (i) the appointing member's name and address;
 - (ii) the Association's name;
 - (iii) the proxy's name or the name of the office held by the proxy; and
 - (iv) the general meeting at which the appointment may be used by the proxy.
- (f) A proxy appointment may be a standing (i.e. ongoing) proxy appointment.
- (g) At least 48 hours before the annual general meeting or special general meeting for which the proxy relates is scheduled to commence, Proxy Forms must be received by the Association at the address stated in the notice of the annual general meeting or special general meeting, or at the Association's registered address.
- (h) A proxy does not have the right to speak or vote for a member at an annual general meeting or special general meeting while its appointing member is present at that general meeting.
- (i) Unless the Association receives written notice before the start or resumption of an annual general meeting or special general meeting at which the proxy's appointment relates, a vote cast by the proxy is valid even if, before the proxy votes, the appointing member:
 - (i) dies;
 - (ii) is mentally incapacitated;
 - (iii) revokes the proxy's appointment; or
 - (iv) revokes the authority of a representative or agent who appointed the proxy.
- (j) A member may specify the way the proxy must vote on a particular resolution.
- (k) When a vote in writing is held, a proxy does not need to vote, unless the proxy form appointment specifies the way they must vote.

17.2 Determining whether ordinary resolution carried at annual general meeting and special general meeting

- (a) Unless a poll is demanded under clause 17.3, if a question arising at a general meeting is determined by general agreement or a show of hands, a declaration must be made by the meeting chair of the general meeting that the ordinary resolution has been:
 - (i) carried unanimously;
 - (ii) carried by a majority (more than 50%) of members present and eligible to vote; or
 - (iii) lost.
- (b) If the declaration relates to a special resolution then all items under clause 15.1(a) and 15.2 must be fulfilled. The minutes must also state that a special resolution has been determined.
- (c) A declaration made under clause 17.2(a) must be entered into the minutes.
- (d) The entry in the minutes under clause 17.2(c) is evidence of the fact that the resolution has been determined, without proof of the number or proportion of the votes recorded in favour of or against that resolution.

17.3 Poll at annual general meeting and special general meeting

- (a) At an annual general meeting or special general meeting, a poll on any question may be demanded by either:
 - (i) the meeting chair; or
 - (ii) at least 3 members present.
- (b) If a poll is demanded at an annual general meeting or special general meeting, the poll must be taken in a manner as the meeting chair directs and a declaration by the meeting chair of the result of the poll is evidence of the matter so declared.
- (c) If a poll is demanded at an annual general meeting or special general meeting, the poll must be taken:
 - (i) immediately in the case of a poll which relates to electing a meeting chair for that particular general meeting;
 - (ii) immediately in the case of a poll which relates to adjourning the annual general meeting or special general meeting; or
 - (iii) in any other case, in the manner and time before the close of the annual general meeting or special general meeting as the meeting chair directs.

BOARD AND BOARD MEMBERS

18 Board role and powers

18.1 Role

The board controls and manages the Association's affairs and must take all reasonable steps to ensure the Association complies with its obligations under the Associations Act 2015, this constitution and all other applicable laws.

18.2 Powers

Subject to the Associations Act 2015, this constitution and any lawful resolution passed by the Association in general meeting, the board:

- (a) may exercise all powers and functions as may be exercised by the Association, other than those powers and functions that are required by this constitution or the Associations Act 2015 to be exercised by a general meeting; and
- (b) has power to perform all acts and do all things as appear to the board to be necessary or desirable for the proper management of the Association's business and affairs.

19 Number of board members, composition and qualifications

19.1 Number of board members

- (a) The board must have no less than 6 members and no more than 9 members.
- (b) The Association in a general meeting may by ordinary resolution alter the number of board members, provided that the minimum number is not reduced below 6.

19.2 Composition of board

- (a) The board will consist of:
 - (i) the chairperson;
 - (ii) the vice chairperson;
 - (iii) the secretary; and
 - (iv) the treasurer;(collectively called the **officeholders**), and
 - (v) at least 2 and no more than 5 additional board members.
- (b) Each board member will be:
 - (i) elected at an annual general meeting; or
 - (ii) as a casual vacancy in accordance with clause 21.4.
- (c) As soon as is reasonably practicable after the annual general meeting at which elections are held, the board must resolve to appoint the officeholders in accordance with clause 23.1.
- (d) Upon incorporation of the Association, the board must include 3 persons who served as board members from each of the merging organisations: The Humanitarian Group, Employment Law Centre and Tenancy WA (being 9 in total) (**Transition Board**).

19.3 Qualifications of board members

- (a) A person is eligible for election to the board if that person is:
 - (i) a natural person, i.e. a human being;
 - (ii) aged over 18;
 - (iii) a member; and
 - (iv) meets the eligibility requirements in clause 19.3(b).
- (b) A person is not eligible for election to the board if:

- (i) he or she is a current employee of the Association;
- (ii) he or she has been an employee of the Association within the previous 24 months;
- (iii) in the previous 5 years, he or she has been convicted of, or imprisoned for:
 - (A) an indictable offence under the laws of any state or territory of the Commonwealth of Australia in relation to the promotion, formation or management of a body corporate; or
 - (B) an offence involving fraud or dishonesty punishable by imprisonment for a period of 3 months or more under the laws of any state or territory of the Commonwealth of Australia;
- (iv) he or she is bankrupt or a person whose affairs are under insolvency laws unless the person has obtained the consent of the Commissioner; or
- (v) unless he or she has obtained the consent of the Commissioner, a person who has committed a breach of the following board member's duties:
 - (A) duty of care and diligence;
 - (B) duty of good faith and proper purpose;
 - (C) duty to not improperly use their position;
 - (D) duty to ensure that the Association does not incur a debt while insolvent; or
 - (E) duty to not improperly use information gained while a board member.
- (c) A board member who has been suspended as a member under clause 12.3 cannot act in the position of a board member until their period of suspension as a member has expired.

20 Board member duties

20.1 General board member duties

Board members must comply with their duties as board members under legislation and common (judge-made) law and, where applicable, with the duties described in Governance Standard 5 of the ACNC Regulations (as amended, varied or replaced from time to time), and must:

- (a) exercise their powers and discharge their duties with the degree of care and diligence that a reasonable individual would exercise if he or she were a board member of the Association;
- (b) act in good faith in the best interests of the Association;
- (c) act for a proper purpose;
- (d) act to further the charitable object and purposes of the Association;
- (e) act in the best interests of the Association;
- (f) not misuse information gained in their role as a board member;
- (g) disclose any perceived or actual material conflicts of interest;
- (h) ensure that the financial affairs of the Association are managed responsibly;

- (i) not allow the Association to operate while insolvent; and
- (j) not improperly use:
 - (i) information obtained because they are or were a board member; or
 - (ii) their position of board member; to:
 - (A) gain an advantage for themselves or another person; or
 - (B) cause detriment to the Association.

20.2 Board members conflict of interest

- (a) A board member must disclose to all the board members present at the board meeting the nature and extent of any actual or perceived material conflict of interest in a matter that is being considered at the board meeting. The nature and extent of that interest must then be disclosed to the members at the next general meeting of the Association.
- (b) The disclosure of a conflict of interest by a board member must be recorded in the minutes of the board meeting.
- (c) Each board member who has a material personal interest in a matter that is being considered at a board meeting (or that is proposed in a board circular resolution) must not, except as provided under clause 20.2(d):
 - (i) be present at the board meeting while the matter is being discussed; or
 - (ii) vote on the matter.
- (d) A board member may still be present and vote if:
 - (i) their interest relates to an insurance contract that insures, or would insure, the board member against liabilities incurred by the board member as a board member; and
 - (ii) the board members who do not have a material personal interest in the matter pass a resolution that:
 - (A) identifies the board member, the nature and extent of the board member's interest in the matter and how it relates to the Association's affairs; and
 - (B) states that those board members who do not have a material personal interest in the matter are satisfied that the board member's material personal interest in the matter should not prevent the board member from being present at the board meeting while the matter is being discussed or from voting on the matter.

21 Appointment of board members

21.1 Nomination for appointment as board members

- (a) **Transition Board** – members for the Transition Board will be appointed from the Boards of the following organisations: The Humanitarian Group, Employment Law Centre and Tenancy WA (3 from each, being 9 in total).
- (b) With the exception of (a) above, a member who wishes to be a board member must be nominated by one other member as a candidate for election as a board member.

- (c) Nominations for election as a board member will close at least 7 days before the annual general meeting.
- (d) The secretary must ensure a notice is sent, calling for nominations for election as a board member and specifying the date for the close of nominations, to all members at least 14 days before the date for the close of nominations.
- (e) Nominations for election as board member must be:
 - (i) in writing, signed by the applicant and one other nominating member; and
 - (ii) delivered to the secretary on or before the date for the close of nominations.
- (f) A member may only be nominated for one board member position prior to the annual general meeting.
- (g) If a nomination for election as a board member is not made in accordance with clauses 21.1(a) to 21.1(e) the nomination will be deemed invalid and the member is not be eligible for election as a board member.

21.2 Methods

Other than the Transition Board (see 21.1(a)), board members are be appointed to the board by:

- (a) election at an annual general meeting; or
- (b) appointment by the board to fill a casual vacancy under clause 21.4.

21.3 Election of board members at an annual general meeting

- (a) Subject to this constitution, the board will decide the procedure for the election of board members at the annual general meeting.
- (b) If the number of valid nominations received under clause 21.1 is equal to the number of board member vacancies to be filled, the member nominated will be elected as a board member at the annual general meeting.
- (c) If the number of valid nominations exceeds the number of board member vacancies to be filled, elections for the board member vacancies will be conducted at the annual general meeting.
- (d) If there are not enough valid nominations to fill the number of board member vacancies, the candidates nominated (if any) will be deemed to be elected as board members and further nominations may be received from the floor of the annual general meeting as called for by the meeting chair.
- (e) Where the number of nominations as board members from the floor exceeds the remaining number of board member vacancies, elections for those board member positions must be conducted.
- (f) If an insufficient number of nominations are received from the floor for the number of vacancies on the board that remain, each relevant position on the board is declared vacant by the meeting chair and clause 21.4(b) applies.
- (g) A list of candidates for election as board members, with their names in alphabetical order, together with the names of the members who nominated each candidate, must be provided at the annual general meeting.
- (h) Each member present and eligible to vote at the annual general meeting may vote for one candidate for each board member vacancy.

- (i) A member who nominates for election or re-election as a board member may vote for themselves.

21.4 Appointment of board members by board to fill a casual vacancy

- (a) A casual vacancy occurs in board membership and that position of board member becomes vacant if a board member:
 - (i) ceases to be a member;
 - (ii) dies;
 - (iii) becomes disqualified from holding a position under clause 19.3(b);
 - (iv) becomes permanently incapacitated by mental or physical ill-health;
 - (v) resigns as a board member;
 - (vi) is removed as a board member;
 - (vii) is absent from more than:
 - (A) 3 consecutive board meetings without a good reason; or
 - (B) 3 board meetings in the same financial year without tendering an apology to the meeting chair of each of those board meetings,and
the board has resolved to declare the position of board member vacant;or
 - (viii) the Association fails to fill a board member vacancy under clause 21.3(f).
- (b) If there is a casual vacancy in the board, the board may:
 - (i) appoint a member to fill that board member vacancy until the conclusion of the next annual general meeting at which that person will be required to retire but is eligible for re-election; and
 - (ii) subject to clause 21.3(f), continue to act despite the vacant position on the board so long as the requirements for quorum are met for each board meeting.
- (c) If the number of board members is less than the number fixed under clause 24.5 as the quorum for board meetings, the continuing board members may act only to:
 - (i) increase the number of board members on the board to the number required for a quorum; or
 - (ii) call a special general meeting.

21.5 Term of office

- (a) The Transition Board, including the Transition Board, will serve as board members until the conclusion of the first annual general meeting at which time each of those board members will be required to retire and are eligible for re-election.
- (b) At each annual general meeting the following board members must retire:
 - (i) any board member appointed by the board members to fill a casual vacancy; and
 - (ii) all of the remaining board members.

- (c) A retiring board member may be eligible for re-election provided that such re-election would not result in the retiring board member serving more than 5 consecutive years as a board member unless that board members' appointment is confirmed by a special resolution of the members.
- (d) A board member's term of office starts on the date at which they were elected, and ends on the date on which he or she is:
 - (i) required to retire under clause 21.5(b);
 - (ii) resigns under clause 22.1;
 - (iii) removed under clause 22.2;
 - (iv) expelled or suspended from the membership or where his or her membership is terminated under clause 12.1.

22 Resignation and removal of board members

22.1 Resignation

- (a) A board member may resign from the board by giving written notice of resignation to the secretary, or if the board member is the secretary, to the chairperson.
- (b) The board member's resignation is effective:
 - (i) at the time the notice is received by the secretary or chairperson under clause 22.1(a); or
 - (ii) if a later time is stated in the notice, at the later time.

22.2 Removal

- (a) Other than in accordance with clause 21.4, a board member may only be removed from his or her position on the board by an ordinary resolution of members at a general meeting.
- (b) The board member who faces removal is to be allowed a full and fair opportunity at the general meeting at which the resolution considering his or her removal is to be considered by the members to review the proposed ordinary resolution, and state their case as to why they should not be removed from their position on the board.
- (c) If all board members are removed by ordinary resolution at a general meeting, the members must, at the same general meeting, elect an interim board. The interim board must, within 2 months, hold a general meeting for the purpose of electing a new board.

22.3 Assets and records of board member who ceases to be a board member

Upon ceasing to be a board member, all relevant assets and books of the Association must be returned to the secretary within 14 days of ceasing to be a board member.

23 Officeholders

23.1 Election of officeholders by board

- (a) As soon as is reasonably practicable after the annual general meeting at which elections of board members are held, the board must resolve to appoint each of the officeholders from the elected board members.

- (b) A board member cannot hold more than one officeholder position.

23.2 Chairperson

- (a) The board must resolve to appoint a board member to serve as the chairperson.
- (b) The chairperson:
 - (i) must ensure that they consult with the secretary regarding the business to be conducted at each board meeting and each general meeting;
 - (ii) may call board meetings under clause 24;
 - (iii) may chair board meetings under clause 24.1(c)(i);
 - (iv) may chair annual general meetings and special general meetings under clause 14.12(a);
 - (v) must ensure that the minutes of general meetings or board meetings are reviewed and signed as correct; and
 - (vi) must carry out any other duties required of the chairperson by this constitution.

23.3 Secretary

The secretary must ensure the:

- (a) maintenance of a current delegation of authority;
- (b) the co-ordination of correspondence of the Association;
- (c) calling and holding of general meetings and board meetings;
- (d) in consultation with the chairperson, preparation of notices of general meetings and board meetings and the details of business to be conducted at each such meetings;
- (e) maintenance of the members' register;
- (f) maintenance of the record of officeholders;
- (g) maintenance of the minutes;
- (h) safe custody of the Association's books (with the exception of the accounting records);
- (i) safe custody and management of the Association's record keeping systems in hardcopy form, electronic form or a combination of forms, taking into account:
 - (i) the nature of information to be stored and retrieved;
 - (ii) the security and access of files and information (particularly computer records);
 - (iii) the validity and reliability of the information collected and the system on which it is recorded;
 - (iv) the resources and training required; and
 - (v) the length of time that the records should be kept (minimum of 7 years or otherwise as required by other acts or regulations);
- (j) recording of full and correct minutes of board meetings and general meetings;
- (k) compliance with all ACNC reporting requirements, including the following:

- (i) forwarding an annual information statement to the ACNC; and
- (ii) forwarding an audited financial report to the ACNC;
- (l) compliance with all reporting obligations to the Department of Mines, Industry Regulation and Safety as varied from time to time; and
- (m) performance of any other duties required of the secretary by this constitution.

23.4 Treasurer

The treasurer must ensure:

- (a) all monies payable to the Association are collected and the issuing of receipts in the name of the Association for those monies;
- (b) payment of all monies received by the Association into the account or accounts of the Association as the board may direct from time to time;
- (c) timely payment of the expenses of the Association from the funds of the Association with the authority of the board or a general meeting;
- (d) taking out by the Association of all necessary insurances;
- (e) maintenance by the Association of financial records that comply with the requirements of clause 29.3;
- (f) safe custody of financial records and any other relevant Association records in hardcopy form, electronic form or a combination of forms, taking into account:
 - (i) the nature of information to be stored and retrieved;
 - (ii) the security and access of files and information (particularly computer records);
 - (iii) the validity and reliability of the information collected and the system on which it is recorded;
 - (iv) the resources and training required; and
 - (v) the length of time that the records should be kept (minimum of 7 years or otherwise as required by other acts or regulations);
- (g) co-ordination of the preparation of the auditor's report prior to its submission to the annual general meeting;
- (h) assistance of the auditor in performing their functions; and
- (i) performance of any other duties required of the treasurer by this constitution.

23.5 Record of officeholders

- (a) The secretary must ensure that a record of officeholders is maintained in accordance with section 58 of the Associations Act 2015.
- (b) The record of officeholders must include:
 - (i) each officeholder's full name;
 - (ii) current postal, residential or email addresses for each officeholder;
 - (iii) details of the office held by each officeholder;
 - (iv) dates of appointment of each officeholder to their respective office; and

- (v) if applicable, dates of cessation of the appointment of each officeholder to their respective office.
- (c) The record of officeholders must be kept and maintained at such place as the board decides.

BOARD MEETINGS

24 Calling and conducting board meetings

24.1 Calling board meetings

- (a) The board must hold no less than 6 meetings in any one calendar year.
- (b) The board must determine the place and time of all board meetings.
- (c) A board meeting may be called by:
 - (i) the chairperson; or
 - (ii) any 2 board members,by giving notice as per clause 24.2(a) to all other board members.

24.2 Notice

- (a) Each board member is given at least 48 hours' notice of each board meeting.
- (b) Notice of a board meeting must specify the general nature of the business to be transacted at the board meeting.

24.3 Using technology to hold board meeting

- (a) Board meetings may take place:
 - (i) where the board members are physically present together; or
 - (ii) by the use of any technology (such as video or teleconferencing), if it reasonably allows each board member to participate fully in discussions and decisions as they happen in the board meeting and provided that the participation of each board member is made known to all other board members in attendance.
- (b) A board member who participates in a board meeting as set out in clause 24.3(a):
 - (i) is deemed to be present at the board meeting; and
 - (ii) continues to be present at the board meeting for the purposes of establishing a quorum, until the board member notifies the other board members that they are no longer taking part in the board meeting.

24.4 Conducting board meetings

- (a) The chairperson must normally act as meeting chair of each board meeting.
- (b) The board members at a board meeting may elect a board member other than the chairperson to be the meeting chair for that board meeting if the chairperson is:
 - (i) not present within 30 minutes after the starting time set for the board meeting; or
 - (ii) present but does not want to act as meeting chair of the board meeting.

- (c) The board cannot conduct business unless the quorum specified in clause 24.5 is present.
- (d) If, within half an hour of the time appointed for the board meeting, the quorum specified in clause 24.5 is not present the board meeting is to stand adjourned to the same day, time and place in the following week.
- (e) Subject to this constitution, the board members present at the board meeting are to determine the procedure and order of business to be followed at the board meeting.
- (f) All board members have the right to attend and vote (subject to that board member not having a material personal interest in the matter to be considered) at board meetings.
- (g) All members, or other guests, may attend board meeting if invited by the board, but the member or guest does not have any right to:
 - (i) comment without invitation;
 - (ii) vote; or
 - (iii) be provided with copies of any agenda, minutes of meetings, or documents presented at such board meeting.
- (h) The secretary, or such person authorised by the board from time to time, must ensure that minutes of the resolutions and proceedings of all board meeting are recorded and maintained together with a record of the names of persons present at each board meeting.

24.5 Quorum for board meeting

- (a) The quorum for a board meeting is a majority (more than 50%) of total board members.
- (b) A quorum must be present for the entire board meeting.

25 Board resolutions

25.1 Voting

- (a) Each board member present at a board meeting has one vote.
- (b) A question arising at a board meeting is to be decided by a majority (more than 50%) of votes.
- (c) Where there is an equality of votes, the meeting chair of the relevant board meeting is entitled to exercise a second or casting vote.
- (d) Decisions at a board meeting may be made by general agreement or by way of a show of hands.
- (e) A poll by secret ballot may be used at a board meeting if the board prefers to determine a matter in this way, and if the meeting chair of the board meeting supervises the ballot.

25.2 Board circular resolutions

- (a) The board may pass a resolution without a board meeting being held if all the board members entitled to vote on the resolution otherwise agree to the resolution in the manner set out in clauses 25.2(b) or 25.2(c) (**circular resolution**).

- (b) Each board member may sign:
 - (i) a single document setting out the resolution and containing a statement that they agree to the circular resolution; or
 - (ii) separate copies of that document, as long as the wording of the circular resolution is the same in each copy.
- (c) A board member may send a circular resolution by email to the board members and the board members may agree to the circular resolution by sending a reply email to that effect, provided that the reply email includes the text of the board circular resolution in the board member's reply and a statement that he or she agrees to the circular resolution.
- (d) A circular resolution is passed when the last board member signs or otherwise agrees to the board circular resolution in accordance with this clause 25.2.

26 Remuneration of board members

26.1 Travelling and other expenses

Subject to the Associations Act 2015, the Association may pay a board member's reasonable travel and other expenses properly incurred, such as:

- (a) attending board meetings or subcommittee meetings;
- (b) attending any general meeting; and
- (c) in connection with the Association's business.

26.2 No other remuneration

Board members must not receive any remuneration for their services as board members other than as described at clause 26.1 or in accordance with the Associations Act 2015.

SUBCOMMITTEES AND OTHER DELEGATION

27 Subcommittees and delegations

27.1 Establishment

- (a) The board may establish subcommittees from time to time to assist with the board in satisfying its obligations under this constitution and the Associations Act 2015, including for the furtherance of the Objects.
- (b) Subcommittees may comprise (in such numbers as the board determines) members and non-members.
- (c) Subject to this constitution, the board must determine the procedure to be followed at subcommittee meetings.

27.2 Delegation

- (a) The board may delegate, in writing, to any or all of the subcommittees, any authority, power or functions (other than the power of delegation), and may cancel any authority, powers or functions, as the board sees fit from time to time.

- (b) Despite any delegation under clause 27.2(a), the board may continue to exercise all its functions, including any function that has been delegated to a subcommittee and remains responsible for the exercise of those functions at all times.

27.3 Delegation to others

- (a) The board may delegate, in writing, to any person any authority, power or function (other than the power of delegation) and may cancel any authority, powers or functions, as the board sees fit from time to time.
- (b) Despite a delegation under this clause, the board may continue to exercise all its functions, including any delegated functions, and at all times remains responsible for the exercise of those functions.

FINANCES

28 Payment of income or property to members

28.1 Not permitted

Subject to clause 28.2, none of the income or property of the Association may be paid directly or indirectly, by way of dividend, bonus or otherwise, to a member.

28.2 Permitted payments

- (a) Subject to the Associations Act 2015 and clause 28.2(b), clause 28.1 does not prevent:
 - (i) the payment in good faith of reasonable remuneration to any member, board member, officer or employee in return for any services actually rendered to the Association or for goods supplied to the Association in the ordinary and usual course of business;
 - (ii) the payment of interest at a rate not exceeding the prevailing market rate published by the Reserve Bank of Australia as the 'Cash Rate Target' from time to time on money borrowed from any member;
 - (iii) the payment of reasonable and proper rent by the Association to a member for premises leased to the Association by the member; or
 - (iv) the reimbursement of out-of-pocket expenses for travel and accommodation incurred on behalf of the Association by any member or board member in connection with the member's or board member's functions as a member or board member.
- (b) Before a payment proposed to a member or board member under clause 28.2(a)(i) can be made, the payment must first be authorised by the members by way of an ordinary resolution.

29 Funds

29.1 Source of funds

- (a) The funds of the Association may be derived from any manner that is permitted under the Associations Act 2015.
- (b) The Association must, as soon as practicable:

- (i) deposit all money received to the credit of the Association's bank accounts, without deduction; and
- (ii) after receiving any money, issue an appropriate receipt.

29.2 Control of funds

- (a) The funds of the Association must be kept in an account in the name of the Association in a financial institution determined by the board.
- (b) The Association must use its funds in carrying out the Objects.
- (c) All cheques, drafts, bills of exchange, promissory notes and other negotiable instruments of the Association must be signed by:
 - (i) any 2 board members; or
 - (ii) one board member and another person authorised by the board.
- (d) All expenditure above the maximum amount set by the board from time to time must be approved or ratified at a board meeting.

29.3 Financial records

- (a) The Association must keep financial records that:
 - (i) correctly record and explain its transactions, financial position and performance; and
 - (ii) enable true and fair financial statements to be prepared.
- (b) The Association must retain its financial records for at least 7 years after the transactions covered by the financial records are completed.

GIFT FUND

30 Gift Fund

The Association must establish a Gift Fund:

- (a) to which gifts of money or property for the Objects are to be made;
- (b) to which contributions that are not gifts but which:
 - (i) are described in items 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fundraising event held for the Association's Objects; or
 - (ii) can be made to the Gift Fund without adversely affecting the Association's deductible gift recipient status,
 - (iii) are to be made;
- (c) to which any money received by the Association because of gifts or contributions referred to in rules 30(a) or 30(b) is to be credited; and
- (d) that does not receive any other money or property.

31 Maintaining the Gift Fund

In maintaining the Gift Fund the Association must:

- (a) ensure that the Gift Fund is operated on a not-for-profit basis;

- (b) ensure that at all times the Gift Fund is maintained and used for the Objects;
- (c) ensure that the Gift Fund is operated separately and maintained with separate books of account from the Association's general accounts;
- (d) have in place appropriate procedures to ensure only and all proper amounts of money and property are credited to the Gift Fund;
- (e) ensure that money from interest on donations, income derived from donated property, and money from the realisation of such property is to be deposited into the Gift Fund;
- (f) issue receipts in the name of the fund to donors which contain the elements required for donations to the Gift Fund to be deductible under the Tax Act;
- (g) ensure any money or property that is incorrectly received into the Gift Fund will be removed from the Gift Fund as soon as practicable with the accounts for the Gift Fund adjusted and noted accordingly;
- (h) keep records which:
 - (i) record and explain all transactions and other acts the Gift Fund or the Association engages in which is relevant to the Association's status as a deductible gift recipient;
 - (ii) show that the each of the following assets of the Gift Fund is used by the Gift Fund or the Association only for its Objects;
 - (iii) gifts of money or property for the Objects;
 - (iv) contributions (that are not gifts) but which are described in items 7 or 8 of the table in section 30-15 of the Tax Act in relation to a fund-raising event held for its Objects;
 - (v) contributions (that are not gifts) but which can be made to the Gift Fund without adversely affecting the Association's deductible gift recipient status; and
 - (vi) money received by the Gift Fund because of such gifts or contributions;
- (i) keep the records referred in rule 31(h) for at least 5 years after the completion of such transactions or acts to which they relate;
- (j) ensure that any allocation of funds or property to other persons or organisations will be made in accordance with the Objects; and
- (k) at all times ensure it complies with all laws and regulations in existence from time to time or any guidelines issued by the Australian Taxation Office or the Australian Charities and Not-for-profits Commission in relation to gift funds or any other government authority overseeing the administration of gift funds.

BINDING THE ASSOCIATION

32 Use of common seal

- (a) The Association may decide to have a common seal on which its corporate name appears in legible characters.
- (b) If the Association does decide to have a common seal under clause 31(a):

- (i) the secretary (or another board member authorised by the board) must ensure its safe custody; and
 - (ii) the common seal can only be used as authorised by a resolution of the board.
- (c) The Association may sign off on a document without using a common seal (if any) if the document is signed by 2 board members.
- (d) The Association may sign off on a document using its common seal (if any), if the fixing of the common seal is witnessed by:
 - (i) any 2 board members; or
 - (ii) one board member and another person authorised by the board.
- (e) The secretary must ensure that every use of the common seal is recorded in the minutes.

MINUTES, BOOKS AND RECORDS

33 Minutes

33.1 Taking of minutes

The Association must keep minutes of the resolutions and proceedings of all general meetings and board meetings together with a record of the names of persons present at each general meeting and board meeting.

33.2 Review and signing of minutes

- (a) The chairperson must ensure that the minutes of a general meeting or board meeting are reviewed and signed as correct by:
 - (i) the meeting chair of the general meeting or board meeting to which those minutes relate; or
 - (ii) the meeting chair of the next annual general meeting or board meeting.
- (b) When minutes have been entered and signed as correct under clause 33.2(a) they are, until the contrary is proved, evidence that:
 - (i) the general meeting or board meeting to which they relate was duly called and held;
 - (ii) all proceedings recorded as having taken place at the general meeting or board meeting did in fact take place at the meeting; and
 - (iii) all appointments or elections purporting to have been made at the general meeting or board meeting were validly made.

33.3 Inspection of minutes

The minutes of board meetings may be inspected by a member upon written request to the secretary unless the board determines that the minutes of board meetings generally, or the minutes of a specific board meeting, are not to be made available for inspection by a member.

34 Records

34.1 Inspecting record of officeholders

- (a) Any member is able to inspect the register of officeholders free of charge, at such time and place as is mutually convenient to the Association and the member.
- (b) The member may make a copy of details from the record of office holders, but has no right to remove the record of officeholders for that purpose.

34.2 Custody of Association's books

- (a) Except as otherwise decided by the board from time to time:
 - (i) the secretary is responsible for ensuring the maintenance and control of the Association's books (except for the Association's financial records); and
 - (ii) the treasurer is responsible for ensuring the custody and maintenance of the Association's financial records and securities.
- (b) The Association's books must be retained for at least 7 years.

34.3 Inspecting Association's books

- (a) Subject to this constitution and the Associations Act 2015, a member is able to inspect the Association's books free of charge at such time and place as is mutually convenient to the Association and the member.
- (b) A member may contact the secretary to request to inspect the Association's books.
- (c) The member may copy details from the Association's books but has no right to remove the Association's books for that purpose.

34.4 Prohibition on use of information in Association's books and record of officeholders

A member must not use or disclose information in the Association's books and record of officeholders except for a purpose:

- (a) that is directly connected with the affairs of the Association; or
- (b) related to a requirement of the Associations Act 2015 to provide information to the Commissioner.

34.5 Returning the Association's books

Outgoing board members are responsible for transferring all relevant assets and Association's books to the new board within 14 days of ceasing to be a board member.

DISPUTES

35 Disputes arising under constitution

- (a) This clause applies to disputes:
 - (i) between members; and
 - (ii) between the Association and one or more members that arise under the constitution or relate to the constitution.

- (b) In this clause 35, the term 'member' includes any former member whose membership ceased not more than 6 months before the dispute occurred.
- (c) The parties to a dispute must attempt to resolve the dispute between themselves within 14 days of the dispute coming to the attention of each party.
- (d) If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure under this clause 35 by giving written notice to the secretary of the parties to, and details of, the dispute.
- (e) The Association must hold a board meeting within 28 days after the secretary receives notice of the dispute under clause 35(d) for the board to determine the dispute.
- (f) At the board meeting to determine the dispute, all parties to the dispute must be given a full and fair opportunity to state their respective cases orally, in writing, or both.
- (g) The board may determine the dispute, or whether the dispute should be referred to another alternative dispute process.
- (h) The secretary must inform the parties to the dispute of the board's decision and the reasons for the decision within 7 days after the board meeting referred to in clause 35(e).
- (i) If any party to the dispute is dissatisfied with the decision of the board, they may elect to initiate further dispute resolution procedures as set out in the constitution.

36 Mediation

- (a) This clause 36 applies where:
 - (i) a person is dissatisfied with a decision made by the board under clause 35(h); or
 - (ii) a dispute arises between a member or more than one member and the Association and any party to the dispute elects not to have the matter determined by the board.
- (b) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by clause 35(c) or a party to a dispute is dissatisfied with a decision made under clause 35(h) a party to a dispute may:
 - (i) provide written notice to the secretary identifying the parties to, and the details of, the dispute; and
 - (ii) agree to, or request the appointment of, a mediator to resolve the dispute.
- (c) The secretary must then ensure that a mediator is appointed to resolve the dispute who must be:
 - (i) a person chosen by agreement between the parties to the dispute (provided that the person does not have a personal interest in the subject matter of the dispute); or
 - (ii) in the absence of agreement between the parties to the dispute, a mediator appointed by the board.
- (d) Where the dispute relates to a proposal for the suspension or expulsion of a member this clause 34 does not apply until the procedure under clause 12 in respect of the proposed suspension or expulsion has been completed.

- (e) The costs of the mediation must be shared equally between the parties to the dispute.
- (f) The mediator can be a member provided the member is not a party to the dispute.
- (g) The parties to the dispute must attempt to settle the dispute by mediation in good faith and must comply with requests by the mediator including requests to provide evidence, attend meetings and making payment of the mediation fees.
- (h) The parties are to exchange written statements of the issues that are in dispute between them and supply copies to the mediator at least 5 days before the date of the mediation.
- (i) The mediator, in conducting the mediation, must:
 - (i) commence the mediation within 28 days after he or she has been appointed;
 - (ii) not determine the dispute;
 - (iii) give the parties to the mediation every opportunity to be heard;
 - (iv) allow all parties to consider any written statement submitted by any party to the dispute; and
 - (v) ensure that natural justice is afforded to the parties to the dispute throughout the mediation.
- (j) The mediation is confidential.
- (k) Information provided by the parties in the course of the mediation cannot be used in any other legal proceedings that may take place in relation to the dispute.

37 Inability to resolve dispute

If a dispute cannot be resolved under the procedures set out in clauses 33 and 34, any party to the dispute may apply to the Administrative Tribunal to determine the dispute in accordance with the Associations Act 2015 or otherwise at law.

SERVICE OF NOTICES

38 Legal requirements

Subject to clause 39, a notice or other communication in relation to this constitution has no legal effect unless it is in writing and given as follows:

- (a) delivered by hand to the nominated address of the addressee;
- (b) sent by post to the nominated postal address of the addressee; or
- (c) sent by e-mail or any other method of electronic communication (including facsimile transmission) to the nominated electronic address of the addressee.

39 Service on members

Any notice given to a member under this constitution must be sent to the member's address as recorded in the members register.

INDEMNITY

40 Indemnity

- (a) The Association must indemnify each board member out of the assets of the Association against all losses and liabilities (including costs, expenses and charges) incurred by that person as a board member:
 - (i) when the Association is not prevented by law from doing so; and
 - (ii) for an amount for which the board member is not entitled to indemnity from another party (including an insurer under an insurance policy).
- (b) The indemnity in clause 38(a) is a continuing obligation and is enforceable by a board member even though that person is no longer a board member of the Association.

CONSTITUTION

41 Constitution

41.1 Binding

This constitution imposes a legally binding obligation upon the Association and upon each member to observe all of its clauses.

41.2 Amendment

- (a) The Association may only vary, amend or replace this constitution in accordance with Division 2 of Part 3 of the Associations Act 2015 by passing a special resolution.
- (b) The Association must not pass a special resolution amending the constitution if any amendment would cause the Association to no longer be eligible to be a registered charity.
- (c) An amendment to the constitution changing the Association's:
 - (i) name; or
 - (ii) Objects,
does not become effective until:
 - (iii) the required documents are lodged with the Commissioner; and
 - (iv) the Commissioner's written approval to the changes is received by the Association.

41.3 Copies

- (a) The Association must maintain a current copy of the constitution at all times.
- (b) The Association must provide, free of charge, a copy of the constitution then in force, to each member upon request.

WINDING UP, CANCELLATION AND DISTRIBUTION OF SURPLUS PROPERTY

42 Cessation of activities, winding up and cancellation of incorporation

- (a) The Association may cease its activities and have its incorporation cancelled in accordance with the Associations Act 2015 if the members resolve by special resolution that the Association is to:
 - (i) apply to the Commissioner seeking the cancellation of the Association's incorporation; or
 - (ii) appoint a liquidator to wind up the Association's affairs.
- (b) If the Association has outstanding debts or any other outstanding legal obligations, or is a party to any current legal proceedings, the Association must be wound up under clause 40(a)(ii) before cancellation of incorporation can take place.

43 Distribution of surplus assets

- (a) Subject to the Associations Act 2015, any other applicable law and any court order, any surplus property that remain after the Association is wound up must be distributed to one or more not-for-profit organisations referred to in section 24(1) of the Associations Act 2015 that:
 - (i) possess charitable purposes similar to, or inclusive of, the Objects; and
 - (ii) which also prohibit the distribution of any surplus property to its members to at least the same extent as the Association; and
 - (iii) that is, or are, deductible gift recipients within the meaning of the *Income Tax Assessment Act 1997* (Cth).
- (b) If the Association's deductible gift recipient endorsement is revoked (whether or not the Association is to be wound up), any surplus gift funds must be transferred to one or more organisations that meet the requirements of clause 43(a).
- (c) The decision as to the not-for-profit organisation or organisations to receive the surplus property of the Association must be made by a special resolution of members at or before the time of winding up.
- (d) If the members do not make the decision set out in clause 42(b) the Association may make application to the courts of Western Australia and request that the courts make this decision.

MEMBERSHIP APPLICATION FORM

T.H.E Community Legal Centre trading as Circle Green Community Legal

A. APPLICATION by INDIVIDUAL or ORGANISATION

..... of

[Applicant's full name or name of Organisation] [Applicant; s address]

.....

[Applicant's email address] [Applicant's telephone number]

hereby applies to be a member of the T.H.E Community Legal Centre Inc. In the event of my/our admission as a member, I/we agree to be bound by the constitution of the association as amended from time to time. I/we also understand that the acceptance of my membership application does not necessarily provide guarantee of any nomination for a board member's position in accordance with this constitution.

.....

Signature of applicant Date

Note: Organisational members must also complete the Appointment of Organisational Member Representative Form.

B. NOMINATION BY ONE (1) CURRENT MEMBERS

I,

[Nominating member's full name]

being a current member of the association and entitled to nominate persons for membership, hereby nominate the applicant for membership of the association.

.....

Signature of nominating member Date

Individual Membership	\$25.00	Individual concession	\$10.00
Organisation	\$100.00		

- Cheque/money order to be made payable to the Circle Green community Legal and mailed with completed membership form to address below.
- Electronic payment – please ensure you mail or email completed membership form to address below.
Circle Green Community Legal
BSB: 302-162
Account No: 1576646
Reference: *Insert Your Surname* Membership

Address: Circle Green Community Legal, PO Box 3114, East Perth WA 6892
Email: administration@circlegreen.org.au

PROXY VOTING FORM

T.H.E Community Legal Centre trading as Circle Green Community Legal

(For use by member who is unable to attend annual or special general meeting)

A. APPOINTING A PROXY

I, of
[Member's full name] [Member's residential address]

[Member's telephone number]

[Member's email address]

being a member of the T.H.E community Legal Centre Inc. (**association**) and authorised to vote at a general meeting, hereby appoint (tick **one** of the following):

- 1. Chairperson of general meeting **OR**
- 2. Secretary of Association **OR**
- 3. Proxy identified below.

..... of
[Proxy's full name] [Proxy's residential address]

to vote on my behalf at the annual / special (strike out '**annual**' OR '**special**') general meeting (**general meeting**) of the association to be held on:

.....
Date of general meeting

.....
Address of general meeting

and at any adjournment of the general meeting.

B. PROXY'S VOTING DIRECTIONS

My proxy is authorised to vote (tick **one** of the following):

- 1. as the proxy deems fit **OR**
- 2. according to the specific directions to my proxy identified below.

Specific directions to proxy (please add further page if needed)

Signature of member

Date

APPOINTMENT OF ORGANISATIONAL MEMBER REPRESENTATIVE FORM

T.H.E Community Legal Centre trading as Circle Green Community Legal

<p>[Name of organisational member]</p> <p>advises that on [insert date of meeting]</p> <p>it was resolved that [name of representative of organisational member]</p> <p>represent the organisational member at (tick only one of the following boxes):</p> <p><input type="checkbox"/> the general meeting/s on [insert relevant date/s]</p> <p>OR</p> <p><input type="checkbox"/> all general meetings</p> <p>of T.H.E Community Legal Centre Inc.</p> <p>Witnessed / authorised by (if required under the organisational member's rules)</p>	
<p>Signature:</p> <p>Name:</p> <p>Position:</p> <p>Date:</p> <p>Signature:</p> <p>Name:</p> <p>Position:</p> <p>Date:</p>	<div style="border: 1px solid black; width: 100%; height: 100%;"></div> <p>[Affix organisational member's common seal] (if required)</p>
<p>The organisational member acknowledges that according to clause 16.4 of the incorporated association's constitution a person appointed to represent an organisational member is deemed for all purposes to be a member until that appointment is revoked by the organisational member or, in the case of an appointment in respect of a particular general meeting, where the appointment is not revoked, until the conclusion of that general meeting of the incorporated association.</p>	