

Women's Health Centre

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Auspicing National Women's Health Program, Sexual Assault Support Service, Domestic & Family Violence Court Assistance Service

11.01.01 Constitution

Women's Health Information & Referral Service CQ Inc

CONSTITUTION

1. NAME

The name of the incorporated association shall be the Women's Health, Information and Referral Service C.Q. Inc. (in these rules called the Association).

2. AIM

The Women's Health, Information and Referral Service C.Q. Inc. will advocate for Women's Health and well-being; be committed to personal and social change for women; will provide preventative health education; and promote the development of self-help programs, and activities to meet identified needs of women in the community.

3. OBJECTS

- 3.1 To provide a non profit health/wellbeing service run by women, for women in Central Queensland operating from a broad feminist philosophy and working as a feminist collective promoting the inclusion of members in skills and information sharing.
- 3.2 To promote physical, mental and emotional health, well being and safety of women by increasing women's access to information, education and research into prevention and control of disease in human beings.
- 3.3 To promote the health and wellbeing of women by providing services that address social factors in the prevention and control of disease.
- 3.4 To provide services which empower women to make choices that will enhance their health and well being and to encourage women to actively participate in making informed decisions regarding their health.
- 3.5 To provide support for women to access quality affordable health services through advocacy, referral and the provision of choice.
- 3.6 To provide broad based education to individuals, health workers and the community to increase the capacity of others to support women's health needs.
- 3.7 To develop networks of women and healthworkers to provide opportunities for collaborative action to address women's health needs

to advocate on behalf of women's health interests at policy and planning levels of government and non government organisations.

3.8 To provide a space for women to make contact with other women, share resources and skills, engage in/or develop women-centred activities.

4. NON-PROFIT

4.1 The assets and income of the organisation shall be applied solely in furtherance of the above-mentioned objects and no portion shall be distributed directly or indirectly to the members of organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.

5. POWERS

The powers of the Association are:-

- 5.1 To take over the funds and other assets and the liabilities of the present incorporated association known as the "Women's Health, Information and Referral Service C.Q."
- 5.2 To subscribe to, become a member of and co-operate with any other association, club or organisation, whether incorporated or not, whose objects altogether or in part similar to those of the Association, provided that the Association shall not subscribe to or support with its fund any club, association or organisation which does not prohibit the distribution of its income and property among its members to an extent or at least as great as that imposed on the Association under or by virtue of Rule 19.1.
- 5.3 In furtherance of the objects of the Association to buy, sell and deal in all kinds of articles, commodities and provisions, both liquid and solid, for the members of the Association or persons frequenting the Association's premises.
- 5.4 To purchase, take on lease or in exchange, hire and otherwise acquire any lands, buildings, easements or property, real and personal, and any rights or privileges which may be requisite for the purposes of, or capable of being conveniently used in connection with, any of the objects of the Association; provided that in case the Association shall take or hold any property which may be subject to any trusts the Association shall only deal with the same in such manner as is allowed by law having regard to such trusts.
- 5.5 To enter into any arrangements with any Government or authority that are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association; to obtain from any such Government or Authority any rights, privileges and concessions which the Association may think it desirable to obtain; and to carry out, exercise and comply with any such arrangement, rights, privileges and concessions.
- 5.6 To appoint, employ, dismiss or suspend such workers, paid or otherwise, any other persons as may be necessary for the purposes of the Association.

- 5.7 To remunerate any person or body corporate for services rendered, or to be rendered in or about the incorporated association or promotion of the incorporated association or in furtherance of its objects.
- 5.8 To construct, improve, maintain, develop, work, manage, carry out, alter or control any houses, buildings, grounds, works or conveniences which may seem calculated directly or indirectly to advance the Associations interests, and to contribute to, subsidise or otherwise assist and take part in the construction, improvement, maintenance, development, working, management, carrying out, alteration or control thereof.
- 5.9 To invest and deal with the money of the Association not immediately required in such manner as may from time to time be thought fit.
- 5.10 To take, or otherwise acquire, and hold shares, debentures or other securities of any company or body corporate; provided that no monies derived from appeals for public support to which Part (iii) or Part (iv) of the Collections Act 1966 (as amended) applies shall be expended on the acquisition of such shares, debentures, or securities.
- 5.11 In furtherance of the objects of the Association to lend and advance money or give credit to any person or body corporate; to guarantee and give guarantees or indemnities for the payment of money or the performance of contracts or obligation by any person or body corporate, and otherwise to assist any person or body corporate.
- 5.12 To borrow or raise money either alone or jointly within any other person or legal entity in such manner as may be thought proper and whether upon fluctuating advance account or overdraft or otherwise to represent or secure any monies paid by notes secured or unsecured, debentures or debenture stock perpetual or otherwise, or by mortgage, charge, lien or other security upon the whole or any part of the incorporated associations property or assets present or future to the purchase, redeem or pay off any such securities.
- 5.13 To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading and other negotiable or transferable instruments.
- 5.14 In furtherance of the objects of the Association to sell, improve, manage, develop, exchange, lease, dispose of, turn to account or otherwise deal with all or any part of the property and rights of the Association.
- 5.15 To take or hold mortgages, liens or charges, to secure payment of the purchase price, or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchases or others.
- 5.16 To take any gift of property whatever subjects to any special trust or not, for any one or more of the objects of the Association but subject always to the proviso in Sub-Rule 4.
- 5.17 To take such steps by personal or written appeals, public meetings or otherwise, or may from time to time be deemed expedient for the purpose of procuring

contributions to the funds of the Association, in the shape of donations, annual subscriptions or otherwise.

- 5.18 To print and publish any newspapers, periodicals, books or leaflets that the Association may think desirable for the promotion of its objects.
- 5.19 In furtherance of the objects of the Association to amalgamate with any one of the more incorporated associations having objects altogether or in part similar to those of the Association and which shall prohibit the distribution of its or their income and property among its or their members to an extent at least as great as that imposed upon the Association under or by virtue of the Rule 19.1.
- 5.20 In furtherance of the objects of the Association to purchase or otherwise acquire and undertake all or any part of the property, assets, liabilities and engagements of any one or more of the incorporate associations with which the Association is authorised to amalgamate.
- 5.21 In furtherance of the objects of the Association to transfer all or any part of the property, assets, liabilities and engagements of the Association to any one or more of the incorporated Associations with which the Association is authorised to amalgamate.
- 5.22 To make donations for charitable or community purposes.
- 5.23 To do all such other things as are incidental or conducive to the attainment of the objects and the exercise of the powers of the Association.

6. CLASSES OF MEMBERS

- 6.1 (a) Employees of the Association who choose to become members may not hold positions on the Management Group as an individual.
(b) The membership of the Association shall consist of ordinary members and organisational members, the number of ordinary members being unlimited.
(c) Organisational members shall be non voting.
- 6.2 Subject to this Constitution, in particular Rule 6 thereof, any woman shall be eligible to become a member of the organisation.
- 6.3 The membership of the Association shall be annual and must be renewed at the Annual General Meeting or during the period two months prior to the Annual General Meeting in the manner as determined by the Management Group from time to time.

7. MEMBERSHIP FEES

- 7.1 The fee for membership shall be such sum as the members shall from time to time at any general meeting so determine.

- 7.2 The fee of membership shall be payable at such time and in such manner as the Management Group from time to time determine.
- 7.3 A financial member at any material time is a member who is not then indebted to the organisation in respect of any annual subscription or levy or other payment whatsoever.

8. ADMISSION AND REJECTION OF MEMBERS

- 8.1 The membership application shall be in such form and shall contain such particulars as the Management Group may from time to time reasonably prescribe.
- 8.2 The Management Group shall consider every application for membership and shall accept or reject any such application. The Management Group shall give notice in writing to the applicant of such acceptance or rejection.

9. TERMINATION OF MEMBERSHIP

- 9.1 A member shall resign from the Association at any time by giving notice in writing to the Secretary. Such resignation is to take effect at the time such notice is received by the Secretary unless a later date is specified in the notice, when it shall take effect at the later date.
- 9.2 If a member conducts herself in a manner considered to be injurious or prejudicial to the character or interests of the Association the Management Group shall consider whether her membership shall be terminated.
- 9.3 The member concerned shall be given a full and fair opportunity at presenting her case if the Management Group resolves to terminate her membership, it shall instruct the Secretary to advise the member in writing accordingly.

10. RIGHT OF APPEAL

- 10.1 Where a member's application is rejected or a current membership is terminated, the aggrieved person may appeal to a General Meeting which shall determine whether membership should be granted or continued.
- 10.2 The aggrieved person must lodge the written notice requesting the Secretary to convene a General Meeting within two months of receiving notification of the rejection or cancellation of her membership.
- 10.3 The Management Group shall convene a General Meeting for this purpose within three weeks of the date when the aggrieved person requests in writing to the secretary that a General Meeting be called.
- 10.4 The decision of the General Meeting will be final and thus no further right of appeal.

11. REGISTER OF MEMBERS

- 11.1 The committee shall cause a register to be kept in which shall be entered the names and residential address of all persons admitted to membership of the organisation and dates of admission.
- 11.2 The Register of Members shall be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for such inspection.

12. MANAGEMENT

- 12.1 The general control and management of the Association shall be by a Management Group consisting of Chairperson, Secretary, Treasurer, and not more than five other members.
- (a) The Management Group may choose to rotate the role Meeting Facilitator and Minute Taker at their meetings.
- (b) Only financial members are eligible for nomination for membership of the Management Group.
- 12.2 The General Meeting may at any time appoint any member of the Association to the Management Group. The number of members of the Association may be determined by General Meeting from time to time subject to paragraph 11.1.
- 12.3 At the Annual General Meeting of the Association all the members of the Management Group for the time being shall retire from office but shall be eligible upon nomination for re-election.
- 12.4 The election of officers, i.e. Chairperson, Secretary and Treasurer and other members of the Management Group shall take place in the following manner:
- 12.4.1 Any two members of the Association shall be at liberty to nominate any other member to serve as an officer or other member of Management Group.
- 12.4.2 The nomination will be presented in writing one week before the AGM at which the election is to take place. The Secretary will display a list of nominations at the premises of the Rockhampton Women's Health Centre 7 days leading up to the day of the AGM.
- In the event that insufficient nominations have been received in writing one week before the AGM members at the AGM are entitled to nominate a member who is present at the meeting following the process set out in 12.4.1
- 12.4.3 Each member present at the Annual General Meeting shall be entitled to vote by show of hands or another process as determined by the meeting.
- 12.5 Any member of the Management Group may resign anytime from membership of the Management Group. Notice shall be given in writing to the Secretary, but such resignation shall take effect at the time such notice as received by the Secretary unless a later date is specified in the notice is received by the Secretary unless a

later date. On the resignation of a member of the Management Group, the Management Group may appoint a replacement for the duration of the resigning member's term provided that there be less than three (3) months to serve. In the event that there be more than three (3) months to serve, a general meeting shall be called to elect a new Management Group member.

(a) In the event of an officer being incapacitated and unable to perform their duties, the Management Group may appoint a replacement for the duration of the incapacitated officer's term provided that there be less than three (3) months to serve. In the event that there be more than three (3) months to serve, a general meeting shall be called to elect a new officer for the Management Group.

12.6 A Management Group member may be removed from the Management Group on the determination of members at a General Meeting of the Association where that member shall be given the opportunity to fully present her case.

(a) The manner by which such notice shall be given shall be determined by the Management Group provided that notice of any meeting convened for the purpose of hearing and determining the appeal of a member against rejection or termination of her membership by the Management Group, shall be given in writing. Notice of General Meeting shall clearly state the nature of the business to be discussed there at.

12.7 All members of WHIRS may be nominated for the management committee excluding a member that fits any one of the following criteria:

(a) An ordinary member who is an employee of the association or has been an employee of the association in the previous 12 months shall not be elected as a member of the management committee.

(b) An ordinary member who is currently undergoing one to one counselling or has done so in the last 12 months. This does not include an ordinary member who is a participant of a Centre group such as Widow's Support & Action Group or the Over 50's group etc.

(c) An ordinary member who has held an executive position continuously for the past three years cannot nominate again for an executive position for twelve months. However, she is welcome to continue her contribution as a management committee member.

12.8 Partnerships and friendships between a management nominee and staff including staff employed by WHIRS in the preceding 12 months are to be acknowledged by nominees before election to the WHIRS management committee.

13. FUNCTIONS OF THE MANAGEMENT GROUP

Except as otherwise provided by this constitution and subject to resolution of the members of the Association carried at any General Meeting, the Management Group -

- 13.1 Shall have the general control and management of the administration of the affairs property and funds of the Association, and
- 13.2 Shall have the authority to interpret the meaning of the Constitution in matters relating to the association on which the Constitution is silent.
- 13.3 May exercise all the powers of the Association as set out in Clause 2 thereof.

14. MEETINGS OF THE MANAGEMENT GROUP

- 14.1 The Management Group shall meet at least once each month from February to November inclusive.
- 14.2 The Secretary shall convene the meeting of the group and she shall give at least five days notice thereof unless the meeting is called urgently, in which case twenty-four hours notice shall be sufficient.
- 14.3 Proper notice of any meeting may be given orally or by notice in writing addressed to the member and posted or delivered to her place of residence.
- 14.4 A special meeting of the group shall be convened by the Secretary on the request of one (1) financial member of the group.
- 14.5 At every meeting of the Management Group a simple majority of a number of members elected and/or appointed to the Management Group as at the close of the last General Meeting of the members, shall constitute a quorum.
- 14.6 The Chairperson shall preside at the meetings of the Management Group. If the Chairperson is not present within ten minutes after the time appointed for commencing the meeting, the members may choose one of their number to be Chairperson of the meeting subject to Clause 10.1 (a).
- 14.7
- 14.7 Every question matter or resolution arising at any Management Group meeting shall be decided by consensus, but failing consensus, by 75% majority of votes and if this is not achieved the question shall be deemed to be decided in the negative.
- 14.8 The Management Group may delegate any of its powers to a sub-committee consisting of such members of the Association as the Management Group thinks fit. Any sub-committee so formed shall in the exercise of the powers so delegated conform to any regulations that may be imposed on it by the Management Group.
- 14.9 A sub-committee may elect a facilitator and minute taker of its meetings. The sub-committee may choose to rotate the role of meeting facilitator and minute taker at their meetings.
- 14.10 A sub-committee may meet and adjourn as it thinks proper. Questions arising at any meeting shall be determined by consensus, but failing consensus, by 75% majority votes and if this is not achieved the question shall be decided in the negative.

15. ANNUAL GENERAL MEETINGS OR GENERAL MEETINGS

- 15.1 Subject to this Constitution, the Annual General Meeting shall be held in the month of September in each year.
- 15.2 The Secretary shall convene all general meetings of the Association by giving not less than 14 days notice of any such meeting to the members of the Association. Such notice shall clearly state the nature of the business to be discussed thereat. In particular such notice shall specify any proposed special resolutions which are to be put to the meeting.
- 15.3 The business to be transacted at every Annual General Meeting shall be:
- 15.3.1 The receiving of the Management Groups report and statement of income and expenditure, assets and liabilities, mortgages, charges and security affecting the property of the Association for the preceding financial year.
- 15.3.2 The receiving of the auditors report upon the books and accounts for the preceding financial year.
- 15.3.3 The election of members of the Management Group.
- 15.3.4 The appointment of the auditor, who shall be registered under the Public Accountants Registration Act, or approved by the Under Secretary.
- 15.4 If within thirty (30) minutes from the time of commencement of any General Meeting the number of members required to constitute a quorum shall be double the number of members presently on the Management Group plus one, the meeting shall stand adjourned to the same day in the next week at the same time and place as the Management Group shall appoint. If at such adjourned meeting a quorum is not present within half an hour from the time appointed for holding the meeting, members present shall be a quorum.
- 15.5 Unless otherwise decided by the General Meeting, the Chairperson shall preside over the meeting or if she is not present within fifteen minutes after the time appointed for the holding of the meeting or is unwilling to act then the members present shall elect one of their number to be Chairperson of the meeting.
- 15.6 The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
- 15.7.1 Every question matter or resolution shall be decided by financial members present by a consensus, but failing a consensus, by 75% majority of votes, and if this is not achieved, the question shall be deemed to be decided in the negative.
- 15.8 Voting shall be by show of hands or division of members, unless not less than one-fifth of the members present deemed a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as she shall determine, the result of the ballot as declared by the chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.

- 15.9 The Secretary shall convene a General Meeting on requisite notice from the Management Group or by five (5) financial members.
- 15.10 At every meeting of the members of the Association, whether Annual, General or otherwise designated, only those members who are financial at the time the meeting is held shall be entitled, subject to the lawful procedure of the meeting, to speak or decide upon a motion.

16. MINUTES OF MEETINGS

- 16.1 The Secretary shall cause full and accurate minutes of all questions, matters resolutions and other proceedings of every Management Group meeting and General Meeting to be entered in a book to be open for inspection at all reasonable times by any financial member who previously applies to the Secretary for that inspection.
- 16.2 For the purpose of ensuring the accuracy of the recording of such minutes, the minutes of every Management Group meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding Management Group meeting verifying their accuracy.
- 16.3 Similarly, the minutes of every general meeting shall be signed by the Chairperson of that meeting or the Chairperson of the next succeeding General Meeting: providing that the minutes of any Annual General Meeting shall be signed by the Chairperson at that meeting or the Chairperson at the next succeeding general meeting or Annual General Meeting.

17. BY-LAWS

- 17.1 The Management Group may from time to time make, amend or repeal rules, not inconsistent with these rules, for the internal management of the Association and any rules may be set aside by a general meeting of members.
- 17.2 The inaugural rules to be approved by a General Meeting of members.

18. ALTERATION OF RULES

Subject to the provision of the Association Incorporation Act 1981, (and the Collections Act 1966), (as amended), rescinded or added to from time to time by a special resolution carried at any General Meeting. Provided that no such amendment, rescission or addition shall be valid unless the same shall have been previously submitted to and approved by the "Director General, Department of Justice".

19. COMMON SEAL

The Management Group shall provide for a Common Seal and for its safe custody. The Common Seal shall only be used by the authority of the Management Group

and every instrument to which the seal is affixed shall be signed by a member of the Management Group and shall be countersigned by the Secretary or by a second member of the Management Group or by some other person appointed by the Management Group of the purpose.

20. FUNDS

- 20.1 The income and property of the Association whencesoever derived shall be used and applied solely in promotion of its objects and in the exercise of its powers as set out herein and no portion thereof shall be distributed, paid or transferred directly or indirectly by way of dividend, bonus or otherwise by way of profit to or amongst members of the Association provided that nothing herein contained shall prevent the payment in good faith of interest to any such member in respect of monies advanced by her to the Association or otherwise owing by the Association to her or of remuneration to any officers or servants of the Association or to any member of the Association or other person in return for any services actually rendered to the Association provided further that nothing herein contained shall be construed so as to prevent the payment or repayment to any member for out of pocket expenses, money lent, reasonable and proper charges for goods hired by the Association or reasonable or proper rent for premises demised or let to the Association.
- 20.2 The funds of the organisation shall be banked in the name of the organisation in such bank as the group may from time to time direct.
- 20.3 Proper books and accounts shall be kept and maintained showing correctly the financial affairs of the organisation and the particulars usually shown in books of a like nature.
- 20.4 All moneys shall be banked as soon as practicable after receipt of them.
- 20.5 If an amount of \$100 or more is paid by cheque, the cheque must be signed by any two of the following:
- a) President
 - b) Secretary
 - c) Treasurer
 - d) Another member authorised by the management committee for the purpose.
- 20.6 All cheques shall be crossed "not negotiable".
- 20.7 The Management Group shall determine the amount of petty cash which shall be kept on the imprest system.
- 20.8 All expenditure shall be approved or ratified at a Management Group meeting.
- 20.9 As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared a statement of receipts and payments and income and expenditure and a balance sheet of the financial year just ended. All such statements shall be examined by the auditor who shall present her report upon such audit to the Secretary prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

21. FINANCIAL YEAR

The financial year of the organisation shall close on 30th June in each year.

22. DOCUMENTS

The Management Group shall provide for the safe custody of books, documents, instruments of title and securities of the Association.

23. DISSOLUTION

The organisation shall be dissolved.

23.1 (a) If the membership is less than three (3) persons: or

(b) If a resolution to that effect is carried by consensus of the financial members present at a general meeting convened to consider the question, but failing consensus, by a 75% majority of votes, and if this is not achieved, the question shall be deemed to be decided in the negative.

23.2 In the event of the organisation being wound up, any surplus assets remaining after the payment of the organisation's liabilities shall be transferred to another organisation with similar purposes and which is not carried on for the purposes of profit or gain to its individual members.

