

MIFWA Constitution 2009

**MENTAL ILLNESS FELLOWSHIP OF  
WESTERN AUSTRALIA INCORPORATED**



**CONSTITUTION**

**2009**

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## **1. NAME OF THE ASSOCIATION**

The name of the Association shall be the Mental Illness Fellowship of Western Australia Incorporated

## **2. DEFINITIONS**

The following definitions apply:

**“The Act”** means the Associations Incorporation act, 1987 or as amended from time to time.

**“The Fellowship”** means the Mental Illness Fellowship of Western Australia Incorporated.

**“Consumer”** means a person who has had or is experiencing mental health issues.

**“Carer”** means a person who is affected by or who cares for a person who has had or is experiencing mental health issues.

**“Board”** means the Board of Management established under Clause 7.

**“General Meeting”** is a meeting of members which also includes an Annual General Meeting (AGM) convened in accordance with Clause 10.

**“Chief Executive Officer”** (CEO) means the person appointed by the Board to assume responsibility for the day-to-day management and operations of the Fellowship and includes a person appointed by the Board as acting CEO.

**“President”** is the person elected by the Board annually as its leader and spokesperson and thus as leader and spokesperson of the Fellowship.

**“Treasurer”** means the person overseeing the financial activities of the Fellowship referred to in Clause 9.1.4.

**“Member”** means a financial member of the Fellowship.

**“Office Bearers/Executive Committee”** will consist of the President, two (2) Vice Presidents, Treasurer and Chief Executive Officer (CEO). See Clause 7.3.1.

**“Special Resolution”** means a resolution passed in accordance with Section 24 of the Act.

## **3. OBJECTIVES**

**The objectives of the Mental Illness Fellowship of WA Incorporated are:**

- 3.1 To develop, manage and maintain psychosocial rehabilitation and support services to persons with mental health issues, their carers, families and friends;
- 3.2 To involve consumers and their families in the day-to-day activities of the Mental Illness Fellowship;
- 3.3 To promote the autonomy, capacity, optimism and identity of consumers and their families through education and rehabilitation programs and by these means develop better recovery environments and greater opportunities for personal empowerment;
- 3.4 To advocate for mental health research;
- 3.5 To promote community awareness of mental health issues and a greater understanding of the needs of people with such issues;

- 3.6 To co-operate with government to increase facilities for people with mental health issues, particularly those who are homeless, and to advocate for high quality services from the government for all consumers;
- 3.7 To work co-operatively and collaboratively with other non-government organisations providing service to consumers and carers.

#### **4. POWERS OF THE FELLOWSHIP**

The Association shall have powers set forth in Section 13 of the Act and shall include the power to open and operate bank accounts, make investment, buy, sell or lease property, enter into loan agreements, apply for funding, employ and terminate staff, or otherwise alter an existing contractual arrangement, appoint consultants and undertake any other lawful activities necessary to carry out the stated objectives of the Fellowship

#### **5. THE PROPERTY AND INCOME OF THE FELLOWSHIP**

The property and income of the Fellowship shall be applied solely towards the promotion of the objectives of the Fellowship

#### **6. MEMBERSHIP**

##### **6.1 ELIGIBILITY**

To be eligible for membership every applicant shall:

- 6.1.1 Subscribe to the purposes of the Fellowship;
- 6.1.2 Have the application approved by the Board in its discretion; and
- 6.1.3. Pay the prescribed annual fee.

##### **6.2 MEMBERSHIP CLASSIFICATIONS**

Membership of the Fellowship will be for one of the following classifications:

- 6.2.1 **Ordinary membership** applies to any individual financial member of the Fellowship;
- 6.2.2 **Family membership** applies to two (2) or more persons, or two (2) or more members of the same family subscribing together with a value of two (2) votes;
- 6.2.3 **Corporate membership** applies to any corporation, association, society or partnership; and
- 6.2.4 **Life membership**, which may be awarded at any Annual General Meeting.

##### **6.3 MEMBERSHIP FEES**

- 6.3.1 The membership fees payable by members, or different categories of members, are as determined by the Board from time to time;
- 6.3.2 Each member shall pay to Fellowship annually, on or before 1 July or such other dates as the Board from time to time determines, the amount of the subscription determined under Rule 6.3.1;
- 6.3.3 A member whose subscription is not paid within three (3) months after the date fixed by or under Rule 6.3.2 ceases on the expiry of that period to be a member, unless the Board decides otherwise;
- 6.3.4 Rule 6.3.1 does not apply where a member holds a life membership;

- 6.3.5 A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the date fixed by or under Rule 6.3.2 to within three (3) months thereafter;
- 6.3.6 The Board may allow any other body, group of persons, or commercial entity (the group) having similar purposes to the Fellowship, or willing to promote the purposes of the Fellowship, to affiliate with the Fellowship on the payment of an annual affiliation subscription. Affiliation shall not entitle the group or its members to membership of the Fellowship, but shall entitle the group to receive all newsletters and other notices given by the Fellowship, and to send an observer to general meetings of the Fellowship. The Board may cancel such affiliation at any time;
- 6.3.7 The Board may from time to time appoint individual persons, groups, associations, or companies who have donated funds or assets to the Fellowship to be sustaining association sponsors. A sustaining sponsor shall not be a member of the Fellowship, but shall be entitled to receive all newsletters and other notices given by the Fellowship, and to send an observer to general meetings. The Board may cancel the appointment of any sustaining sponsor at any time.

#### **6.4 CESSATION**

Any member shall cease to be a member of the Fellowship:

- 6.4.1 Upon failure to pay the prescribed annual fee before or within three (3) months of the date on which such payment becomes due, except where the member is a life member;
- 6.4.2 By resigning membership;
- 6.4.3 On being expelled; or
- 6.4.4 On the death of the member.

#### **6.5 SUSPENSION AND TERMINATION OF MEMBERSHIP**

- 6.5.1 The Board may, by resolution of not less than two thirds of its members, suspend or expel a member from the Fellowship if the Board believes that the member has:
  - 6.5.1.1 Failed to comply with these rules; or
  - 6.5.1.2 Acted in a manner inconsistent with the purposes of the Fellowship;
  - 6.5.1.3 Acted in a manner judged by the Board to be dangerous and/or a threat to other members or staff;
  - 6.5.1.4 Acted in a manner that obstructs enjoyment and Fellowship of others.
- 6.5.2 A resolution of the Board under Rule 6.5.1 does not take effect unless the Board serves notice on the member in accordance with Rule 6.5.3 and either:
  - 6.5.2.1 The member asks the Board to reconsider the resolution within fourteen (14) days of the date of notice; or
  - 6.5.2.2 The Board having considered the resolution in accordance with Rule 6.5.4 has confirmed the resolution.
- 6.5.3 If the Board passes a resolution under Rule 6.5.1, it must, as soon as practicable, give notice in writing to the member setting out the resolution and the grounds on which it is based. The notice must also:

- 6.5.3.1 State that the member may, within fourteen (14) days of the date of the notice, request the Board to reconsider the resolution;
  - 6.5.3.2 State that if the member requests the Board to reconsider the resolution, the Board will do so at its first meeting which takes place at least twenty-eight days from the date of the notice; and
  - 6.5.3.3 Inform the member that the member may attend the meeting to address the Board, or may provide a written statement supporting the request for revocation of the resolution.
- 6.5.4 At a meeting held in accordance with Rule 6.5.3, the Board must:
- 6.5.4.1 Give the member an opportunity to be heard;
  - 6.5.4.2 Give due consideration to any written statement submitted by the member; and
  - 6.5.4.3 By resolution, determine whether to confirm or to revoke the resolution.

## **6.6 REGISTER OF MEMBERS**

- 6.6.1 The CEO shall, on behalf of the Fellowship, keep and maintain a register of members in accordance with Section 27 of the Act and the register shall be so kept and maintained at the office of the Fellowship;
- 6.6.2 The CEO shall cause the name of a member who dies or who ceases to be a member under Rule 6.4 to be deleted from the register of members referred to in Rule 6.6.1.
- 6.6.3 Members may contact other members confidentially through a third party to protect the privacy of members and in particular to protect their postal and residential addresses.

## **7. BOARD OF MANAGEMENT**

### **7.1 GENERAL**

- 7.1.1 The Board is accountable for all activities of the Fellowship;
- 7.1.2 The Board will ensure that all financial, legal and contractual obligations are met;
- 7.1.3 The Board is responsible for attaining the Objects of the Fellowship, through the determination of its strategic directions and through the formulation and implementation of policy;
- 7.1.4 The Board shall consist of no fewer than six (6) and no more than ten (10) elected members (including Office Bearers) plus the Chief Executive Officer (CEO) (ex officio);
- 7.1.5 The Board may co-opt additional members where particular expertise is required to complement Board expertise;
- 7.1.6 Co-opted members shall not have the right to vote at Board meetings;
- 7.1.7 On election to the Board, members will be expected to endorse and sign a 'Board of Management Code of Conduct'.

### **7.2 BOARD ELECTIONS**

- 7.2.1 Board members shall be elected at the AGM by financial members of the Fellowship and shall be eligible to serve for a term of three (3) years. Retiring Board Members shall be eligible to re-nominate for a further term;

- 7.2.2 Candidates for election to the Board will be drawn from the current financial membership;
- 7.2.3 Nominations for vacant positions on the Board must be made in writing using a form approved by the Board and should be signed by the nominee;
- 7.2.4 Where possible, nominations should be seconded by another member of the Fellowship;
- 7.2.5 Nominations must be delivered to the Returning Officer at least twenty one (21) days prior to the AGM;
- 7.2.6 If the number of nominations received before the meeting is equal to, or less than, the number of vacant positions for which an election is to be held, the candidates so nominated are deemed to be elected;
- 7.2.7 If fewer nominations are received than there are vacancies on the Board, additional nominations may be received at the AGM for the remaining vacancies;
- 7.2.8 If the number of nominations received exceeds the number of vacant committee Board positions, an election must be held.
- 7.2.9 Co-options to the Board
  - a) The Board may co-opt members to fill casual vacancies at any time.
  - b) Co-option to the Board may be arranged for any purpose deemed to be of advantage to the Fellowship but will not usually exceed two (2) co-opted members. Co-options to the Board will conclude at the following AGM if not before.
- 7.2.10 Election for members of the Board must be conducted at the Annual General Meeting and in such a manner as the Board may direct.

### **7.3 OFFICE BEARERS/EXECUTIVE COMMITTEE**

- 7.3.1 Office Bearers shall comprise the President, two (2) Vice Presidents, Treasurer and CEO;
- 7.3.2 Where a situation arises between Board meetings that require immediate action, the Executive Committee may act on behalf of the Board in the interest of the Fellowship. Such action must be reported to the next Board meeting for ratification;
- 7.3.3 The duties of Office Bearers will be determined from time to time to ensure that all statutory requirements are met, and that due attention is paid to all financial and legal responsibilities;
- 7.3.4 Office Bearers shall be elected by the Board at the first Board meeting following the AGM, which shall be held within two (2) weeks of the AGM;
- 7.3.5 The term of office for the President, two (2) Vice-Presidents and Treasurer shall be until the conclusion of the following AGM;
- 7.3.6 The resignation of an Office Bearer takes effect immediately that resignation (in writing) is delivered to the President or Chief Executive Officer;
- 7.3.7 The Board shall elect a replacement should one (1) or more Office Bearers resign or vacate office for any other reason.

### **7.4 BOARD MEETINGS**

- 7.4.1 The Board will normally meet on a bi-monthly basis, with additional meetings if required;

- 7.4.2 The President or any two (2) other members of the Board shall have the power to call a meeting of the Board;
- 7.4.3 Every Board member, including the President, has one (1) vote;
- 7.4.4 If there is a tied vote, the President will have a casting vote;
- 7.4.5 All voting shall be in person and all decisions at Board meetings will be deemed to be passed if a majority vote is obtained, except for suspension or expulsion of members which requires a two thirds majority;
- 7.4.6 Any member of the Board who has a direct or indirect financial interest in any matter to be considered by the Board shall disclose that interest at the earliest opportunity and cease to be involved in the decision-making process. If the Board thus determines, the Board member with a declared interest will leave the meeting until discussion on the matter of interest has been completed;
- 7.4.7 The Board may invite any person to address the meeting at any time, but that person shall not have right to a vote.

## **7.5 QUORUM FOR BOARD MEETINGS**

The quorum for a meeting shall be 51% or more of Board members, one of whom must be the President, or one of the Vice Presidents or the Treasurer.

## **7.6 VOTING AND DECISIONS**

- 7.6.1 Questions arising at a meeting of the Board or any committee shall be determined by majority of the votes of members of the Board present at the meeting.
- 7.6.2 Each member present at a meeting of the Board or of any committee (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- 7.6.3 The Board may act notwithstanding any vacancy on the Board or committee.
- 7.6.4 Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by committee, is valid and effectual notwithstanding any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or committee.
- 7.6.5 A member of the Board or of a committee shall not vote on a matter in which that member or one of that member's close relations has a direct or indirect interest (whether pecuniary or otherwise) or take part in the debate on such a matter.

## **7.7 DELEGATION OF POWERS**

The members in General Meeting or Board may, by instrument in writing, delegate to the CEO or one or more committees (consisting of such persons as the members or Board thinks fit) the exercise of such of the functions of the members of Board as specified in the instrument, other than:

- a) This power of delegation; and
- b) In the case of the Fellowship, a function which is a function imposed on the meeting by the Act or by any other law of the State;



## **7.8 BOARD COMMITTEES**

- 7.8.1 The Board may establish committees to make enquiries, to conduct investigations, to provide advice for its consideration or any other purpose. At its discretion the Board may act, or may not act, on any information provided to it.
- 7.8.2 All committees must include at least one (1) member of the Board and shall be chaired by a member of the Board. The Chair of a Committee shall report on the operations of the Committee to the Board.
- 7.8.3 The Board will determine if and when, a committee should be established and if, and when, it should be disbanded.

## **7.9 CESSATION OF OFFICE BY BOARD MEMBERS**

A member of the Board shall cease to hold office if:

- 7.9.1 The Board member fails to attend three consecutive meetings without the consent of the Board.
- 7.9.2 The Board member resigns in writing as a Board Member;
- 7.9.3 The Board member dies
- 7.9.4 The Board member resigns, is suspended or expelled as a member of the Fellowship;
- 7.9.5 A majority of the Board vote to expel that person from the Board.

## **7.10 EXPULSION FROM THE BOARD**

- 7.10.1 A member can be expelled as a member of the Board if the Board considers the member's conduct is detrimental to the interests of the Fellowship or, the member is not fully performing their duties of office.
- 7.10.2 To expel a member the Board must give the member at least seven (7) days notice in writing of the Board meeting at which the expulsion will be discussed. The notice must state why the member is being considered for expulsion. The member is entitled to attend this meeting to address the Board; however, the Board member can be required to leave the meeting while the Board deliberates the expulsion.
- 7.10.3 The Board must advise the member in writing of its decision, and the expulsion of a member takes effect immediately the member has received notice of the expulsion.
- 7.10.4 A member whose membership of the Board has been terminated may, within one month of receiving written notification thereof, lodge with the CEO, written notice of intention to appeal against the decision of the Board.
- 7.10.5 Upon receipt of a notification of intention to appeal against the removal from the Board, the Board shall convene a General Meeting in accordance with Clause 10.2. At any such meeting, the member shall be given the opportunity to fully present his or her case and the Board shall likewise have the opportunity of presenting its case. The appeal shall be determined by the vote of the members present at such meeting.

## **7.11 REGISTER OF BOARD MEMBERS**

The CEO shall keep and maintain a register of members of the Board showing the name, address, position held (if any), the date, the term of office Commenced and the date the term of office is due to conclude.

## **8. CHIEF EXECUTIVE OFFICER**

- 8.1 The Board shall appoint a Chief Executive Officer (CEO) upon such terms and conditions as the Board determines from time to time;
- 8.2 The Board may delegate to the CEO such powers and functions as it considers appropriate from time to time for the purpose of achieving the objects of the Fellowship;
- 8.3 The CEO will attend all meetings of the Board, ex officio, unless excused by the Board, but will not have the right to move or second motions or amendments, nor participate in debates other than by advising the Board, nor shall vote;
- 8.4 The CEO shall report and make recommendations to the Board with respect to policy matters and the organisation of the Fellowship, but is not empowered to determine Board policy. The CEO is authorized, by delegation, to determine policy directly related to operational matters;
- 8.5 The CEO shall be responsible for the day-to-day management and operations of the Fellowship including, without limiting the generality of the foregoing, the authority to appoint and dismiss staff;
- 8.6 Staff shall be responsible to the CEO who will report directly to the Board;
- 8.7 The CEO or his/her delegate shall:
- (a) Maintain a register of members of the Fellowship and their postal/residential addresses;
  - (b) Maintain record of the names and postal/residential addresses of the Office Bearers of the Fellowship;
  - (c) Maintain in up-to-date condition the Rules of the Fellowship;
  - (d) Be responsible for the custody of the records, books, documents and securities of the Fellowship;
  - (e) Keep minutes of all proceedings of Board meetings and general meetings; and
  - (f) Issue notices of all meetings of the Fellowship and of the Board;
  - (g) Act as Returning Officer, as required, if an election is necessary during Board Elections.

## **9. FINANCE**

### **9.1 GENERAL**

- 9.1.1 The Fellowship's financial and membership year shall be from July 1 of one year to 30 June of the following year;
- 9.1.2 Financial transactions shall be conducted in accordance with accounting standards, relevant statutory requirements and Board policy;
- 9.1.3 Funds of the Fellowship shall be kept in the name of the Fellowship at a bank or other financial institution approved by the Board;
- 9.1.4 The Treasurer shall monitor all financial transactions of the Fellowship including all monies received and expended and the recording thereof;
- 9.1.5 Regular financial reports shall be prepared by the CEO for each of the Board of Management meetings as required in Clause 8;

- 9.1.6 All accounts shall be audited and certified annually by an appropriately qualified auditor.

## **9.2 BANKING**

- 9.2.1 Each Office Bearer and the CEO, plus one other officer approved by the Board, shall be signatories to the bank accounts of the Fellowship with at least two (2) people to sign.
- 9.2.2 All such accounts shall be operated by, and require the physical or electronic signature of two (2) Office Bearers or one Office Bearer plus the CEO or other Board approved staff member.
- 9.2.3 The CEO plus another officer approved by the Board may also sign cheques up to a limited value as determined by the Board.

## **9.3 AUDITOR**

- 9.3.1 The Board shall appoint an appropriately qualified Auditor, who is not a member of the Fellowship, to audit the accounts and records of the Fellowship annually.
- 9.3.2 The Board shall give full access to the Fellowship's books and accounts to the Auditor at all reasonable times and afford the Auditor every facility for the purpose of making a correct audit of the Fellowship's financial affairs.

# **10. GENERAL MEETINGS**

## **10.1 ANNUAL GENERAL MEETINGS**

- 10.1.1 The Annual General Meeting shall be held within four months of the end of the Fellowship's financial year on a day to be determined by the Board.
- 10.1.2 Not less than fourteen (14) days' written notice shall be given of the Annual General Meeting and shall specify the place, date and hour and a list of retiring members of the Board.
- 10.1.3 The business of the Annual General Meeting shall be:
- a) acceptance of the minutes for the previous Annual General Meeting;
  - b) the receipt of the President's report for the previous financial year;
  - c) the receipt of the CEO'S report for the previous year;
  - d) the receipt of the financial report and the audited financial statements for the previous financial year;
  - e) presentation of the Annual Report;
  - f) the election of the Board of Management members to fill any vacant position;
  - g) the appointment of an auditor for the following financial year; and
  - h) any other business item received, in writing, seven (7) days prior to the meeting date.

## **10.2 GENERAL MEETINGS**

- 10.2.1 The CEO shall call a General Meeting of the Fellowship within thirty (30) days of receiving a directive from the Board, or the written request from three Board of Management members, or from six members, or one half of the members, whichever is less. The request must be signed by the members and must specify the business to be carried out at that meeting.
- 10.2.2 No fewer than fourteen (14) days' notice shall be given to the members of

any General Meeting. The notice shall specify the place, date and time of the General Meeting and nature of the business to be carried out at that meeting. The meeting will deal only with the business item specified.

- 10.2.3 If a General Meeting is not convened within thirty (30) days, the members who made the request may themselves convene a general meeting. In such a circumstance, the member or members convening the General Meeting shall be given access to all members of the Fellowship through a third party as specified in Clause 6.6.
- 10.2.4 The Fellowship shall pay reasonable expenses of the convening and holding the General Meeting. The meeting must comply with these Rules of the Fellowship.

### **10.3 QUORUM FOR GENERAL MEETINGS**

The quorum for a General Meeting is ten members or fifty per cent (50%) of the membership, whichever is less, present in person or by proxy. If there is no quorum within thirty minutes of the starting time for the meeting, then a majority of members present shall decide to adjourn the meeting for a period of not more than thirty days. The quorum for the adjourned meeting, if less than ten (10) members shall be the number of members present thirty minutes after the starting time.

### **10.4 VOTING AT GENERAL MEETINGS**

- 10.4.1 Proxies  
A member may appoint in writing another member to be their proxy and to attend, and vote on their behalf at any General Meeting;
- 10.4.2 A member other than the President may not be proxy to more than one (1) other member;
- 10.4.3 Each member, present in person or by proxy, at a General Meeting is entitled to one (1) vote;
- 10.4.4 Voting shall be by a show of hands; however, a secret ballot shall be held if a request is made by financial members present.

## **11. COMPLAINTS AND DISPUTES**

The Board will publish a procedure for the resolution of complaints and disputes in the Fellowship's Policy and Procedures Manual.

## **12. SERVICE OF NOTICES**

- 12.1 For the purpose of these rules, a notice may be served by or on behalf of the Fellowship upon any member either personally or by sending it by post to the member at the member's address shown in the register of members, or by electronic means to a destination provided by the member. It is the responsibility of members to advise the CEO of any change of address.
- 12.2 Where a document is sent to a person by properly addressing, prepaying and posting to the person a letter containing the document, the document shall, unless the contrary is proved, be deemed for the purposes of these rules to have been served on the person at the time at which the letter would have been delivered in the ordinary course of post.

## **13. INSPECTION OF THE FELLOWSHIP'S RECORDS**

Upon reasonable notice to the CEO, any financial member may inspect the constitution, books and documents of the Fellowship, excluding those of a

confidential and personal nature which relate to members, staff and consumers of the Fellowship.

## **14. COMMON SEAL OF FELLOWSHIP**

- 14.1 The Fellowship shall have a Common Seal on which its corporate name shall appear;
- 14.2 The common seal of the Fellowship shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minutes of a Board meeting;
- 14.3 The affixing of the common seal of the Fellowship shall be witnessed by any two of the President, Board member or CEO and minuted at the next Board meeting;
- 14.4 The common seal of the Fellowship shall be kept in safe custody by the CEO in the office of the Fellowship.

## **15. ALTERATION OF RULES**

- 15.1 These Rules may be altered or replaced by a special resolution passed at an Annual General Meeting or special General Meeting of the Fellowship;
- 15.2 At least fourteen (14) days' notice of the meeting must be given and must specify the proposed amendments;
- 15.3 The Deputy Commissioner of Taxation and the Chief Executive Officer of any organisation which provides funds to the Fellowship shall be notified in writing of any alterations to the rules within thirty days of such alteration coming into effect.

## **16. DISSOLUTION**

- 16.1 If, on the winding up of the Fellowship any property of the Fellowship remains after satisfaction of the debts and liabilities of the Fellowship and the costs, charges and expenses of that winding up, that property shall be distributed:
  - a) To another incorporated association having objectives similar to those of The Fellowship and which is exempt from income tax under the Income Tax Assessment Act 1997; or
  - b) For charitable purposes which incorporated association or purposes, as the case requires, shall be determined by resolution of the members when authorising and directing the Board under Section 33 (3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Fellowship.
- 16.2 The Fellowship shall not be dissolved except by approval of not less than three quarters of the members present and voting at a meeting called for that purpose of which no fewer than twenty-eight (28) days' written notice, including notice of the proposed dissolution, has been given to all members and that a copy of the resolution to dissolve the Fellowship is lodged with the Commissioner for Corporate Affairs within fourteen (14) days after the passing of the resolution.
- 16.3 The Deputy Commissioner of Taxation in Western Australia and the Commissioner of Corporate Affairs shall be advised of the date of dissolution within thirty (30) days should this occur.

## **17. TRANSITIONAL ARRANGEMENTS**

For the year between the 2008 AGM and the 2009 AGM only, the following arrangements may occur.

### **17.1 ADDITIONAL BOARD MEMBERS**

The number of board members may increase from ten (10) to twelve (12) for this period. At the 2009 AGM all members elected in 2008 will renominate along with any other board members whose current term is then over.

### **17.2 ADDITIONAL VICE PRESIDENT**

The number of Vice Presidents elected by the Board may increase from two (2) to three (3) for this period.

### **17.3 ELECTION OF BOARD MEMBERS NOT CURRENTLY FINANCIAL MEMBERS**

For this period only, Members nominating for election to the Board who are not currently financial members may be elected.