

# Women's Electoral Lobby Australia Incorporated (WEL A)

## constitution

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## Part 1 Preliminary

**Name** The name of the association is Women’s Electoral Lobby, Australia

## Definitions, Objects

(1) In this constitution:

**AGM** means Annual General Meeting

**ordinary committee member** means a member of the National Coordinating Committee who is not an office-bearer of the association.

**NCC** means National Coordinating Committee of WEL Australia

**Membership** means Members who have paid membership fees in accordance with the Schedule of Fees determined from time to time by the NCC or a WEL state or territory organisation.

**Organisational Membership** means an association that has been admitted to membership in accordance with the Rules determined from time to time by the NCC and is entitled to have one (1) nominated member to attend meetings and have one (1) vote.

**Membership Financial Year** means a year, from the month of joining for twelve months.

**Schedule of Fees** means the fees determined from time to time by the NCC or a WEL state or territory organisation for membership.

**Secretary** means:

- (a) the person holding office under this Constitution as Secretary of the WEL Australia, or
- (b) if no person holds that office - the public officer of WEL Australia.

**special general meeting** means a general meeting of WEL Australia other

than an annual general meeting.

**the Act** means the *Associations Incorporation Act 1991* (ACT).

**the Regulation** means the *Associations Incorporation Regulation 1991* (ACT)

**WEL** means any Women's Electoral Lobby organisation in a state or territory of Australia.

**WEL Australia** means this association.

(2) In this constitution:

- (a) a reference to a function includes a reference to a power, authority and duty, and
- (b) a reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the *Legislation Act 2001* (ACT) apply to and in respect of this constitution in the same manner as those provisions would so apply if this constitution were an instrument made under the Act.

## Objects

WEL, Australia is a national, independent, non-party political, not for profit, feminist lobby group with the following objectives:

- (1) To promote, through political education and lobbying, a society where women's participation and potential is unrestricted at all intersections of injustice.
- (2) To foster policies and programs aimed to achieve cultural, social, economic and educational equality for women.
- (3) To pressure government to change laws or policies which restrict women's reproductive and other human rights.
- (4) To ensure that gender discrimination in all its forms is exposed and laws are made or amended to protect women's rights and entitlements equally with those of men.
- (5) To develop policies; make submissions to government; foster and conduct research and perform such other activities which will advance these objects. Such activities may include, but are not restricted to: organisation of meetings and conferences; convening of expert roundtables; developing community education programs; forming alliances and coalitions; running social media campaigns; maintaining a website; and making representations to government and politicians on issues of priority concern.
- (6) To collaborate with any WEL state or territory organisations and members to develop national policies and act, when nationally agreed, as WEL's national representative and media voice under the leadership of the NCC.
- (7) To organise national conferences or meetings as determined and agreed

from time to time by the WEL Australia NCC.

## Part 2 Membership

### 2 Membership generally

- (1) A person is eligible to be a member of WEL, Australia, if:
- (a) the person is a natural person, and
  - (b) the person has been nominated and approved for membership of WEL Australia NCC in accordance with **Clause 3**, or
  - (c) the person is a member of a WEL state or territory organisation.

### 3 Application for membership

- (1) An application, with an annual subscription, by a person for membership of WEL Australia:
- (a) must be made in writing (including by email or other electronic means, if the committee so determines) in the form determined by the committee, and
  - (b) must be lodged (including by electronic means, if the committee so determines) with the Secretary of WEL Australia or a nominated secretary of a WEL state or territory organisation.
- (2) As soon as practicable after receiving an application for membership, the Secretary must refer the application to the NCC or WEL state or territory organisation, which is to determine whether to approve or to reject the application.
- (3) As soon as practicable after the committee makes that determination, the secretary must:
- (a) notify the applicant in writing (including by email or other electronic means, if the committee so determines) that the committee approved or rejected the application (whichever is applicable).
  - (b) send a receipt for the membership fee paid.
- (4) The Secretary must enter or cause to be entered the applicant's name in the register of members and, on the name being so entered, the applicant becomes a member of the association.

### 4 Cessation of membership

A person ceases to be a member of WEL Australia if the person:

- (a) dies, or
- (b) resigns membership, or

- (c) is expelled from WEL, or
- (d) fails to pay the annual membership fee within 6 months after the fee is due.

## **5 Membership entitlements not transferable**

A right, privilege or obligation which a person has by reason of being a member of WEL Australia:

- (a) is not capable of being transferred or transmitted to another person, and
- (b) terminates on cessation of the person's membership.

## **6 Resignation of membership**

- (1) A member of the WEL Australia may resign from membership by first giving to the Secretary written notice of at least 1 month (or any other period that the committee may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of WEL Australia ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.

## **7 Register of members**

- (1) The Secretary must establish and maintain a register of members of WEL Australia incorporating members of WEL state and territory organisations (whether in written or electronic form) specifying the name and postal, residential or email address of each person who is a member together with the date on which the person became a member.
- (2) The register of members must be kept at the designated office of WEL Australia as agreed by the NCC and be open for inspection, free of charge, by any WEL Australia member at any reasonable hour.
- (3) A member of WEL Australia may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (4) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, that information must not be made available for inspection.
- (5) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
  - (a) the purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to WEL or other material relating to WEL Australia, or
  - (b) any other purpose necessary to comply with a requirement of the Act

or the Regulation.

(6) If the register of members is kept in electronic form:

- (a) it must be convertible into hard copy, and
- (b) the requirements in subclauses (2) and (3) apply as if a reference to the register of members is a reference to a current hard copy of the register of members.

## **8 Fees and subscriptions**

- (1) A member of WEL Australia must, on admission to membership, pay to WEL, a membership fee, as set out in the Schedule of Fees.
- (2) In addition to any amount payable by the member under subclause (1), a member of WEL must pay an annual membership fee as set out in the Schedule of Fees to renew membership.

## **9 Members' liabilities**

The liability of a member of WEL to contribute towards the payment of the debts and liabilities of WEL or the costs, charges and expenses of the winding up of the WEL is limited to the amount, if any, unpaid by the member in respect of membership of WEL as required by clause 8.

## **10 Resolution of disputes**

It is expected that, a person, upon becoming a member of WEL Australia, shall act to promote its objects and policies and conform to any code of conduct or ethics determined from time to time by the NCC or WEL state or territory organisation.

- (1) In the event of a dispute between a member and another member (in their capacity as members) of WEL, the dispute is to be referred to the Convenor of the relevant state or territory Executive Committee or the Convenor of the NCC for resolution.
- (2) If a dispute is not resolved within 3 months, the dispute is to be referred to arbitration.
- (3) The *Commercial Arbitration Act 2017* (ACT) applies to a dispute referred to arbitration.

## **11 Disciplining of members**

- (1) A complaint may be made to NCC by any person, that a member of WEL:
  - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
  - (b) has wilfully acted in a manner prejudicial to the interests of WEL.

- (2) The NCC may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the NCC decides to deal with the complaint, the committee:
  - (a) must cause notice of the complaint to be served on the member concerned, and
  - (b) must give the member at least 28 days from the time the notice is served within which to make submissions in connection with the complaint, and
  - (c) must take into consideration any submissions made by the member in connection with the complaint.
  - (d) must confer with any relevant WEL state or territory organisation
- (4) The NCC may, by resolution, expel the member from WEL Australia or suspend the member from membership of WEL Australia if, after considering the complaint and any submissions made in connection with the complaint, it is satisfied that the facts alleged in the complaint have been proved and the expulsion or suspension is warranted in the circumstances.
- (5) If the NCC expels or suspends a member, the Secretary must, within 14 days after the action is taken, cause written notice to be given to the member of the action taken, of the reasons given by the WEL Australia NCC for having taken that action and of the member's right of appeal under clause 12.
- (6) The expulsion or suspension does not take effect:
  - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
  - (b) if, within that period, the member exercises the right of appeal, unless and until WEL Australia confirms the resolution under clause 12,whichever is the later.

## **12 Right of appeal of disciplined member**

- (1) A member may appeal to WEL Australia in general meeting against a resolution of the NCC or a WEL state or territory organisation under clause 11, within 14 days after notice of the resolution is served on the member, by lodging with the Secretary a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause (1), the Secretary must notify the committee, which is to convene a general meeting of WEL Australia to be held within 28 days after the date on which the Secretary received the notice.
- (4) At a general meeting of WEL Australia convened under subclause (3):
  - (a) no business other than the question of the appeal is to be transacted, and



- (b) the NCC and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
  - (c) the members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by members of WEL Australia present at the meeting.

## **Part 3 The NCC**

### **13 Powers of the NCC**

Subject to the Act, the Regulation, this Constitution and any resolution passed by WEL Australia general meeting, the NCC:

- (a) is to control and manage the affairs of WEL Australia, and
- (b) may exercise all the functions that may be exercised by WEL Australia, other than those functions that are required by this Constitution to be exercised by a general meeting of members of WEL Australia, and
- (c) has power to perform all the acts and do all things that appear to the NCC to be necessary or desirable for the proper management of the affairs of WEL Australia.

### **14 Composition and membership of the NCC**

(1) The NCC is to consist of:

- (a) the office-bearers of WEL Australia, and
- (b) at least 3 representatives from WEL state and territory organisations or WEL Australia members from a state or territory,

each of whom is to be elected at the annual general meeting of WEL Australia under clause 15.

(2) The total number of committee members is to be no less than 6.

(3) The office-bearers of WEL Australia are as follows:

- (a) the Convenor,
- (b) the Treasurer,
- (c) the Secretary.

(4) A committee member may hold only one office.

(5) There is no maximum number of consecutive terms for which a committee member may hold office.

(6) Each member of the WEL Australia NCC is, subject to this Constitution, to hold office until immediately before the election of committee members at the annual general meeting next following the date of the member's election, and is eligible for re-election.

### **15 Election of NCC members**

- (1) Nominations of candidates for election as office-bearers of WEL Australia or as ordinary WEL Australia members:
  - (a) must be made in writing, signed by one member of WEL Australia and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
  - (b) must be delivered by mail or electronic form to the Secretary of WEL Australia at least 2 days before the date fixed for the holding of the annual general meeting at which the election is to take place.
- (2) If insufficient nominations are received to fill all vacancies on the NCC, the candidates nominated are taken to be elected and further nominations are to be received at the annual general meeting.
- (3) If insufficient further nominations are received, any vacant positions remaining on the NCC are taken to be casual vacancies.
- (4) If the number of nominations received is equal to the number of vacancies to be filled, the persons nominated are taken to be elected.
- (5) If the number of nominations received exceeds the number of vacancies to be filled, a ballot is to be held.
- (6) The ballot for the election of office-bearers and ordinary committee members of the NCC is to be conducted at the annual general meeting in any usual and proper manner that the NCC directs.
- (7) A person nominated as a candidate for election as an office-bearer or as an ordinary committee member of WEL Australia must be a member of WEL Australia.

## **16 Secretary**

- (1) The Secretary of WEL Australia must, as soon as practicable after being appointed as Secretary, lodge notice with WEL Australia of her address.
- (2) It is the duty of the Secretary to keep minutes (whether in written or electronic form) of:
  - (a) all appointments of office-bearers and members of the NCC, and
  - (b) the names of members of the NCC present at a committee meeting or a general meeting, and
  - (c) all proceedings at NCC meetings and general meetings.
- (3) Approved minutes of proceedings at a meeting must be signed by the Convenor of the meeting or by the Convenor of the next succeeding meeting.
- (4) The signature of the Convenor may be transmitted by electronic means for the purposes of subclause (3).

## **17 Treasurer**

It is the duty of the Treasurer of WEL Australia to ensure:

- (a) that all money due to WEL Australia is collected and received and that all payments authorised by WEL Australia are made, and
- (b) that correct books and accounts are kept showing the financial affairs of the WEL Australia, including full details of all receipts and expenditure connected with the activities of WEL Australia.
- (c) that financial statements and reports are submitted to the NCC at its ordinary meetings.

## **18 Casual vacancies**

- (1) In the event of a casual vacancy occurring in the membership of the NCC, the committee may appoint a member of WEL Australia to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- (2) A casual vacancy in the office of a member of the NCC occurs if the member:
  - (a) dies, or
  - (b) ceases to be a member of the association, or
  - (c) is or becomes an insolvent under administration within the meaning of the *Corporations Act 2001* of the Commonwealth, or
  - (d) resigns office by notice in writing given to the Secretary, or
  - (e) is removed from office under clause 19, or
  - (f) becomes a mentally incapacitated person, or
  - (g) is absent without the consent of the committee for 3 consecutive meetings of the committee, or
  - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on conviction is imprisonment for not less than 3 months, or
  - (i) is prohibited from being a director of a company under Part 2D.6 (Disqualification from managing corporations) of the *Corporations Act 2001* of the Commonwealth.

## **19 Removal of NCC members**

- (1) WEL Australia in general meeting may by resolution remove any member of the NCC from the office of member before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the WEL Australia NCC to whom a proposed resolution referred to in subclause (1) relates makes representations in writing to the Secretary or Convenor (not exceeding a reasonable length) and requests that the representations be notified to the members of WEL Australia, the Secretary or the Convenor may send a copy of the representations to each member of WEL Australia or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

## **20 NCC meetings and quorum**

- (1) The NCC must meet face to face or by teleconference at least once in each period of 12 months at the date, place and time that the committee may determine.

- (2) Additional meetings of the NCC may be convened by the Convenor or by any member of the NCC so delegated.
- (3) Oral, electronic or written notice of a meeting of the NCC must be given by the Secretary to each member of the committee at least 5 days (or any other period that may be unanimously agreed on by the members of the committee) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting by way of an agenda for the meeting.
- (5) Any 3 members of the NCC constitute a quorum for the transaction of the business of a face to face meeting or teleconference of the committee.
- (6) No business is to be transacted by the NCC unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the NCC:
  - (a) the Convenor or, in the Convenor's absence another member selected by the NCC is to preside, or
  - (b) if they are absent or unwilling to act, one of the remaining members of the NCC chosen by the members present at the meeting or teleconference is to preside.

## **21 Appointment of WEL Australia members as committee members to constitute quorum**

- (1) If at any time the number of NCC members is less than the number required to constitute a quorum for a committee meeting, the existing NCC members may appoint a sufficient number of members of WEL Australia as committee members to enable the quorum to be constituted.
- (2) A member of the NCC so appointed is to hold office, subject to this Constitution, until the annual general meeting next following the date of the appointment.
- (3) This clause does not apply to the filling of a casual vacancy to which clause 18 applies.

## **22 Use of technology at NCC meetings**

- (1) An NCC meeting may be held at 2 or more venues using any technology approved by the committee that gives each of the committee's members a reasonable opportunity to participate.
- (2) An NCC member who participates in a committee meeting using that technology is taken to be present at the meeting and, if the member votes at

the meeting, is taken to have voted in person.

## **23 Delegation by NCC to sub-committee**

- (1) The NCC may, by instrument in writing, delegate to one or more sub-committees (consisting of the member or members of WEL Australia or of a WEL state or territory organisation that the NCC thinks fit) the exercise of any of the functions of the NCC that are specified in the instrument, other than:
  - (a) this power of delegation, and
  - (b) a function which is a duty imposed on the committee by the Act or by any other law.
- (2) A function the exercise of which has been delegated to a sub-committee under this clause may, while the delegation remains unrevoked, be exercised from time to time by the sub-committee in accordance with the terms of the delegation.
- (3) A delegation under this clause may be made subject to any conditions or limitations as to the exercise of any function.
- (4) Despite any delegation under this clause, the NCC may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the NCC.
- (6) The NCC may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

## **24 Voting and decisions**

- (1) Questions arising at a meeting or teleconference of the NCC or of any sub-committee appointed by the committee are to be determined by a majority of the votes of members of the NCC or sub-committee present at the meeting or participating in the teleconference.
- (2) Each member present at a meeting of the NCC or of any sub-committee appointed by the NCC (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.
- (3) Subject to clause 20 (5), the NCC may act despite any vacancy on the NCC.



## **Part 4      General meetings**

### **25      Annual general meetings - holding of**

- (1) WEL Australia must hold an annual general meeting at least once in each calendar year.
- (2) WEL Australia must hold its annual general meetings:
  - (a)    within 5 months after the close of WEL Australia financial year, or
  - (b)    within any later time that may be allowed or prescribed under section 69 of the Act.

### **26      Annual general meetings - calling of and business at**

- (1) The annual general meeting of WEL Australia is, subject to the Act and to clause 25, to be convened on the date and at the place and time that the committee thinks fit and may be conducted as a face to face meeting or by teleconference.
- (2) In addition to any other business which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
  - (a)    to confirm the minutes of the last preceding annual general meeting and of any special general meeting held since that meeting,
  - (b)    to receive from the NCC reports on the activities of WEL Australia during the last preceding financial year,
  - (c)    to elect office-bearers of WEL Australia and ordinary committee members,
  - (d)    to receive and consider any financial report and audited accounts as specified under the Act.
- (3) An annual general meeting must be specified as that type of meeting in the notice convening it.

### **27      Special general meetings - calling of**

- (1) The NCC may, whenever it thinks fit, convene a special general meeting of WEL Australia.
- (2) The NCC must, on the requisition of at least 5% of the total number of members, convene a special general meeting of WEL Australia.
- (3) A requisition of members for a special general meeting:
  - (a)    must be in writing, and

- (b) must state the purpose or purposes of the meeting, and
  - (c) must be signed by the members making the requisition, and
  - (d) must be lodged with the Secretary, and
  - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the NCC fails to convene a special general meeting to be held within 1 month after the date on which a requisition of members for the meeting is lodged with the Secretary, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.
- (5) A special general meeting convened by a member or members as referred to in subclause (4) must be convened as nearly as is practicable in the same manner as general meetings are convened by the committee and any member who thereby incurs expense is entitled to be reimbursed by the association for any reasonable expense incurred.
- (6) For the purposes of subclause (3):
- (a) a requisition may be in electronic form, and
  - (b) a signature may be transmitted, and a requisition may be lodged, by electronic means.

## 28 Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of WEL Australia, the Secretary must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of WEL Australia, the Secretary must, at least 21 days before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause (1), the intention to propose the resolution as a special resolution.

**Note.** A special resolution must be passed in accordance with section 70 of the Act.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business which may be transacted under clause 26 (2).

## 29 Quorum for general meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the face to face meeting or by teleconference is considering that item.

- (2) Five members present (being members entitled under this Constitution to vote at a general meeting) constitute a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
  - (a) if convened on the requisition of members—is to be dissolved, and
  - (b) in any other case—is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 3) are to constitute a quorum.

### **30 Presiding member**

- (1) The Convenor or, in the Convenor's absence, another member elected by the NCC, is to preside as chairperson at each general meeting of WEL Australia.
- (2) If the Convenor are absent or unwilling to act, the members present must elect one of their number to preside as chairperson at the meeting.

### **31 Adjournment**

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an reconvened meeting other than the business left unfinished at the adjourned meeting.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary must give written or oral notice of the adjourned meeting to each member of WEL NSW stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at a reconvened meeting is not required to be given.

### **32 Making of decisions**

- (1) A question arising at a general meeting of WEL Australia is to be determined by:
  - (a) a show of hands or, if the meeting is one to which clause 37 applies, any appropriate corresponding method that the WEL Australia NCC may determine, or
  - (b) if on the motion of the Convenor or Chairperson or, if 5 or more

members present at the meeting decide that the question should be determined by a written ballot—a written ballot.

- (2) If the question is to be determined by a show of hands, a declaration by the Convenor or chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of WEL Australia, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) Subclause (2) applies to a method determined by the WEL Australia NCC under subclause (1) (a) in the same way as it applies to a show of hands.
- (4) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the Convenor or Chairperson.

### **33 Special resolutions**

A special resolution may only be passed by WEL Australia in accordance with section 70 of the Act.

### **34 Voting**

- (1) On any question arising at a general meeting of WEL Australia a member has one vote only.
- (2) In the case of an equality of votes on a question at a general meeting, the Convenor or chairperson of the meeting is entitled to exercise a second or casting vote.
- (3) A member is not entitled to vote at any general meeting of WEL Australia unless all money due and payable by the member to WEL Australia has been paid.
- (4) A member is not entitled to vote at any general meeting of WEL Australia if the member is under 16 years of age.

### **35 Proxy votes not permitted**

Proxy voting must not be undertaken on any question arising at a general meeting.

### **36 Postal or electronic ballots**

- (1) WEL Australia may hold a postal or electronic ballot (as the WEL Australia NCC determines) to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal or electronic ballot is to be conducted in accordance with Schedule 3 to the *Associations Incorporation Regulation 2016* of the state of New South Wales.

### **37 Use of technology at general meetings**

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

## Part 5      Miscellaneous

### 38      Insurance

WEL Australia may effect and maintain insurance.

### 39      Funds - source

- (1) The funds of WEL Australia are to be derived from capitation fees from WEL state or territory organisations as determined by the NCC and agreed by those organisations, and annual subscriptions of members, donations and, subject to any resolution passed by WEL Australia in general meeting, any other sources that the NCC determines.
- (2) All money received by WEL Australia must be deposited as soon as practicable.
- (3) WEL Australia must, as soon as practicable after receiving any money, issue an appropriate receipt or acknowledgement of payment by electronic means.

### 40      Funds - management

- (1) Subject to any resolution passed by WEL Australia in general meeting, the funds of WEL Australia are to be used solely in pursuance of the objects of WEL Australia in the manner that the NCC determines.
- (2) All monies received must be recorded and these records kept either electronically or in hard copy, whichever is determined by decision of NCC.
- (3) All payments are to be approved by the Treasurer or another authorised NCC member except in the case of electronic funds transfer where the Treasurer exercises sole authority with the approval of the NCC.

### 41      WEL Australia is non-profit

Subject to the Act and the Regulation, WEL Australia must apply its funds and assets solely in pursuance of the objects of WEL Australia and must not conduct its affairs so as to provide a pecuniary gain for any of its members.

**Note.** Section 5 of the *Associations Incorporation Act 2009* of the state of New South Wales defines **pecuniary gain** for the purpose of this clause.

### 42      Distribution of property on winding up of WEL Australia

- (1) Subject to the Act and the Regulations, in a winding up of WEL Australia, any surplus property is to be transferred to a WEL state or territory organisation or to another women's organisation with similar objects and which is not carried on for the profit or gain of its individual members.

- (2) In this clause, a reference to the surplus property of WEL Australia is a reference to that property of WEL Australia remaining after satisfaction of its debts and liabilities and the costs, charges and expenses of the winding up of WEL Australia.

**Note.** Section 65 of the Act provides for distribution of surplus property on the winding up of an association.

## **43 Change of name, objects and constitution**

An application for registration of a change in the WEL Australia name, objects or constitution in accordance with sections 30, 33 and 38 of the Act is to be made by the public officer or an NCC member, so authorised.

## **44 Custody of books etc**

Except as otherwise provided by this Constitution, all records, books and other documents relating to WEL Australia must be kept in a WEL state or territory office as determined by NCC.

## **45 Inspection of books etc**

- (1) The following documents must be open to inspection, free of charge, by a member of WEL Australia at any reasonable hour:
- (a) records, books and other financial documents,
  - (b) this Constitution,
  - (c) minutes of all NCC meetings and general meetings.
- (2) A member of WEL Australia may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.
- (3) Despite subclauses (1) and (2), the NCC may refuse to permit a member of WEL Australia to inspect or obtain a copy of records of WEL Australia that relate to confidential, personal, employment, commercial or legal matters or where to do so may be prejudicial to the interests of WEL Australia and any WEL state or territory organisation.

## **46 Service of notices**

- (1) For the purpose of this Constitution, a notice may be served on or given to a person:
- (a) by delivering it to the person personally, or
  - (b) by sending it by pre-paid post to the address of the person, or
  - (c) by sending it by some other form of electronic transmission to an

address specified by the person for giving or serving the notice.

(2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

- (a) in the case of a notice given or served personally, on the date on which it is received by the addressee, and
- (b) in the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and
- (c) in the case of a notice sent some other form of electronic transmission, on the date it was sent or, if the device from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

## **47 Financial year**

The financial year of WEL Australia is:

- (a) the period of time commencing on the date of incorporation and ending on the following 30 June, and
- (b) each period of 12 months after the expiration of the previous financial year of WEL Australia, commencing on 1 July and ending on the following 30 June.