



**WOMEN'S
HOSPITALS**

AUSTRALASIA

ASSOCIATIONS INCORPORATION ACT 1991 (ACT)

CONSTITUTION

OF

The Women's Hospitals Australasia Inc.

ARBN 065 080 239



MEYER VANDENBERG
LAWYERS

Level 3 1 Farrell Place
Canberra City ACT 2601

Telephone: (02) 6279 4444

Facsimile: (02) 6279 4455

Email: email@meyervandenberg.com.au

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CONSTITUTION OF WOMEN'S HOSPITALS AUSTRALASIA INC.

1 DICTIONARY

1.1 Definitions

In this Constitution unless the contrary intention appears:

'Act' means the *Associations Incorporation Act 1991* (ACT) as amended.

'AGM' means annual general meeting.

'Association' means the Women's Hospitals Australasia Inc. ABRN 065 080 239.

'Auditor' means the Association's auditor.

'Committee' means the committee of the Association that has the management of the Association in accordance with the Act.

'Business Day' means a day which is not a Saturday, Sunday or public holiday in the Australian Capital Territory.

'CEO' means the person appointed as the Chief Executive Officer of the Association.

'Chair' means the chair of the Committee elected in accordance with clause 11.7(a).

'Committee Member' includes any person occupying the position of a committee member of the Association.

'Constitution' means this constitution as amended.

'Financial Year' means the year from 1 July to 30 June.

'Network-District Health Board Member' means an Ordinary Member made up of a network of hospitals and/or organisations providing health care facilities like a clinic, or medical centre, in a particular region.

'Member' means a member of the Association and includes a Member present in person or by proxy, attorney or Representative.

'Objects' means the objects of the Association as set out in clause 2.1.

'Observer' means a natural person who is invited to attend a Committee Meeting in accordance with clause 15.4.

'Register' means the Association's register of Members.

'Registered Address' means the last known address of a Member as noted in the Register.

‘Representative’ means a person appointed to represent an Ordinary Member in accordance with clause 6.2.

‘Responsible Person’ means a persons or institution who, because of their tenure of some public office or their position in the community, has a degree of responsibility to the community as a whole.

‘Seal’ means the Association’s common seal..

‘Special Purpose Committee Member’ means a Committee Member who has been appointed by the Committee in accordance with 11.5.

‘Vice-Chair’ means the vice-chair of the Association elected in accordance with clause 11.7(a).

1.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words importing natural persons include corporations;
- (c) words and expressions defined in the Act have the same meaning in this Constitution; and
- (d) headings are for ease of reference only and do not affect the construction of this Constitution.

2 OBJECTS

2.1 Objects of the Association

The Objects for which the Association is established are:

- (a) to promote, represent and publicise interests of Australasian women’s hospitals;
- (b) to provide forum for exchange of information among women’s hospitals;
- (c) to improve communications among those professionally engaged in women’s health care;
- (d) to liaise and work with other bodies or persons interested in women’s health care;
- (e) to stimulate appropriate scientific research in women’s health;
- (f) to promote such legislative, social and administrative reforms as may be relevant to the objectives of the Women’s Hospitals Australasia;
- (g) to organise workshops, seminars and conferences;

- (h) to advocate for and support improvements to the health and health care of Australasian women; and
- (i) any other objects which are:
 - (i) consistent with the Objects; and
 - (ii) approved by the Committee from time to time.

2.2 Exercise of Powers

The Association may only exercise its powers pursuant to the Act to:

- (a) carry out the Association's Objects; and
- (b) do all things incidental or convenient in relation to the exercise of its power under clause 2.2(a).

3 INCOME AND PROPERTY

3.1 Application of Income and Property

The income and property of the Association may only be applied towards the promotion of the Association's Objects.

3.2 Transfers to Members

No income or property will be paid or transferred directly or indirectly to any Member except for payments in return for any services rendered or goods supplied to the Association in the ordinary course of business.

4 MEMBERSHIP

4.1 Categories of Members

The Members are categorised as follows:

- (a) Ordinary Members
 - (i) An Ordinary Member is a hospital or health care facility providing women health services including maternity, gynaecology and/or neonatology services.
 - (ii) An Ordinary Member has the right to receive notice of, and to attend and vote at all general meetings of the Association.
 - (iii) An Ordinary Member may be classed as a Network-District Health Board Member.
- (b) Affiliate Members
 - (i) An Affiliate Member is a natural person or entity with an interest in women's health services including maternity, gynaecology and/or neonatology but does not otherwise qualify to be an Ordinary Member.

- (ii) An Affiliate Member has the right to receive notice of and to attend but not vote at all general meetings of the Association.

The Committee may create different classes of membership within each category and determine the rights and privileges of each class save that only Ordinary Members may vote.

4.2 Application for Membership

Applications for membership must be in writing, signed by the applicant, in a form approved by the Committee and delivered to the Association.

4.3 Committee to Consider Application

At the next Committee meeting after the receipt of an application for membership, the application will be considered by the Committee.

4.4 Decisions of Committee

If the Committee:

- (a) requires further information, determination of the application will be deferred until the information has been supplied; or
- (b) rejects an application for membership, they will not be required to give reasons for the rejection.

4.5 Acceptance of Application

As soon as practicable following the Committee's acceptance or rejection of an application, the Association will notify the applicant.

4.6 Rights of Members are Personal

A right, privilege or obligation that a Member has:

- (a) cannot be transferred to another person; and
- (b) terminates on cessation of the Member's membership.

5 SUBSCRIPTION FEES

5.1 Fees

The Committee may decide the type and amount of fees payable by the Members.

5.2 Collection and Payment of Fees

The Committee may make rules relating to the collection and payment of any fees imposed in accordance with clause 5.1.

6 CEASING TO BE A MEMBER

6.1 Cessation

A Member's membership will cease if the Member:

- (a) gives the Association written notice of resignation, effective from the date of receipt of that notice by the Association; or
- (b) does not pay the prescribed fees in accordance with clause 5.2 prior to the commencement of an AGM.

6.2 Individual Membership

Where the Member is a natural person, in addition to the provisions in clause 6.1 a Member's membership will cease if the Member:

- (a) dies;
- (b) lacks legal capacity; or
- (c) is convicted of an indictable offence.

6.3 Corporate Membership

Where a Member is a body corporate, in addition to the provisions in clause 6.1, a Member's membership will cease if:

- (a) a liquidator is appointed in connection with the winding-up of the Member; or
- (b) Member is deregistered with the appropriate authorities.

7 APPOINTMENT OF REPRESENTATIVES

7.1 Appointment of Representatives

- (a) Any Ordinary Member (other than a Network-District Health Board Member) may appoint an individual to act as its Representative in all matters connected with the Association.
- (b) Where an Ordinary Member is classified as a Network-District Health Board Member, the Member may, at its discretion, nominate one or more hospitals within its network to each appoint an individual to act as its Representative(s).

7.2 Rights of Representatives

The Committee may make rules in relation to the appointment and rights of the Representatives.

8 GENERAL MEETINGS

8.1 Annual General Meetings

The Association must conduct its AGMs by the end of the month of November each year in accordance with the provisions of the Act.

8.2 General Meeting

The Committee may make rules in relation to the calling of meetings of Members and the conduct of those meetings, not otherwise provided for in this Constitution.

8.3 Quorum

A quorum of Members is ten Ordinary Members present at all times during the meeting.

8.4 Notice of Meetings

- (a) The Committee must issue each Member with notice of a meeting of the Association at least 21 days before the meeting.
- (b) Notice may be given:
 - (i) personally;
 - (ii) by post to the address for the Member or its Representative in the Register or the alternative address (if any) nominated by the Member;
 - (iii) by fax to a number nominated by the Member;
 - (iv) by email to an address nominated by the Member;
 - (v) by publication:
 - (A) on the Association's website (if any);
 - (B) in the Association's newsletter (if any); or
 - (C) in a local newspaper; or
 - (vi) by other electronic means (if any) nominated by the Member.
- (c) Notice is deemed to be given:
 - (i) at the moment it is given personally;
 - (ii) three days after it is posted;
 - (iii) on the business day after it is faxed or emailed;
 - (iv) on the day on which it is published; or
 - (v) if given by other electronic means, on the business day after the Member is informed that the notice is available.
- (d) The notice must specify:
 - (i) the place of the meeting;
 - (ii) the date of the meeting;

- (iii) the time of the meeting; and
 - (iv) the nature of the business to be transacted at the meeting.
- (e) A Member who wishes to bring any business before a meeting must give written notice of that business to the Committee, who must include that business in the next notice of meeting.

9 VOTING

9.1 Number of Votes

An Ordinary Member has one vote, except where the Ordinary Member is a Network-District Health Board Member, then the Ordinary Member has one vote for each Representative appointed.

For clarity, Affiliate Members are not entitled to vote.

9.2 Proxies

- (a) An Ordinary Member may appoint a person as the Ordinary Member's proxy to attend and vote for the Ordinary Member in a show of hands or on a poll.
- (b) A proxy may hold a maximum of 2 proxies.
- (c) The Committee may make rules as it considers appropriate for the appointment of proxies, not otherwise provided for in this Constitution.

9.3 No Casting Vote

The Chair has no casting vote.

9.4 Committee Member May Not Vote

A Committee Member is not entitled to vote at a general meeting unless the Committee Member is a Representative or proxy.

10 GOVERNANCE

The Committee may from time to time determine policies and procedures for the Association's governance.

11 COMMITTEE MEMBERS

11.1 Number of Committee Members

Unless the Association resolves otherwise, there will be a minimum of eight Committee Members and a maximum of twelve Committee Members.

11.2 Qualifications

A Committee Member (other than a Special Purpose Committee Member) must be associated with an Ordinary Member who provides maternity, and/or gynaecology and/or neonatology services.¹

11.3 Nominations

- (a) An Ordinary Member may nominate a person or persons to be elected as Committee Member (other than a Special Purpose Committee Member) at the AGM.
- (b) The Committee may make rules relating to the nominations and elections of Committee Members.

11.4 Election

Committee Members (other than Special Purpose Committee Members) are elected at the AGM.

11.5 Special Purpose Committee Members

The Committee may appoint a maximum of four Special Purpose Committee Members on terms as determined by the Committee as it considers appropriate.

11.6 Term

Committee Members hold office until the conclusion of the fourth AGM following their election and are eligible for re-election for a maximum of two terms.

11.7 Chair

- (a) Appointment
 - (i) The Committee must appoint the Chair and two Vice-Chairs amongst themselves.
 - (ii) The Committee may make rules relating to the appointment of the Chair and the Vice-Chairs, not otherwise provided for in this Constitution.
- (b) Term of Office

The Chair and the Vice-Chairs hold office until the conclusion of the second AGM following their appointment, and may be re-appointed for a subsequent term.

¹ There must be some nexus between the relevant Ordinary Member e.g. as a consultant, employee or an agent who provides women's health services including maternity, gynaecology and/or neonatology services.

(c) Responsibilities

The Chair will chair each Committee meeting and general meeting.

(d) In Absence of Chair

- (i) In absence of the Chair present at the meeting, one of the Vice-Chairs will chair the meeting.
- (ii) In the absence of both Vice-Chairs, the CEO will chair the meeting.

12 COMMITTEE MEMBERS' REMUNERATION

12.1 No Remuneration

Committee Members are not paid remuneration.

12.2 Expenses

Committee Members may be reimbursed for all reasonable travel and other expenses incurred by them in connection with the Association's business.

13 VACATION OF OFFICE OF COMMITTEE MEMBER

13.1 Vacancy

Other than as provided in the Act, the office of a Committee Member is immediately vacated if the Committee Member:

- (a) resigns by notice in writing to the Association;
- (b) cannot manage the Association because of his or her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (c) is removed by an ordinary resolution of the Association;
- (d) is absent from three consecutive Committee meetings without leave of absence from the Committee; or
- (e) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest as required by the Act.

13.2 Filling Vacancy

- (a) The Committee may appoint any person to fill a vacancy on the Committee.
- (b) A Committee Member appointed to fill a vacancy holds office until the next AGM.

14 POWERS AND DUTIES OF COMMITTEE MEMBERS

14.1 Business of the Association

The business of the Association is managed by the Committee Members who may exercise all powers of the Association except for those powers which must be exercised by the Association in general meetings in accordance with this Constitution and the Act.

14.2 Explicit Powers of Committee Members

Without limiting the generality of clause 14.1, the Committee Members may exercise all the powers of the Association to:

- (a) borrow money;
- (b) charge any property or business of the Association;
- (c) give security for a debt, liability or obligation of the Association or of any other person for acts conducted on behalf of the Association; and
- (d) guarantee or to become liable for the payment of money or the performance of any obligation by or of any other person for acts conducted on behalf of the Association,

in connection with the Association's Objects.

15 COMMITTEE MEETINGS

15.1 Quorum

A quorum of Committee Members is five Committee Members present at all times during the meeting.

15.2 Voting

Subject to clause 16, each Committee Member has one vote.

15.3 Conduct of Committee Meetings

The Committee may make rules in relation to the calling of Committee meetings and the conduct of those meetings, not otherwise provided for in this Constitution.

15.4 Observers

The Committee may invite Observers to attend Committee Meetings and may make rules relating to the conduct of Observers at the meeting.

16 COMMITTEE MEMBER'S INTERESTS

16.1 Committee Member must Disclose

A Committee Member who has a direct or indirect interest in a matter being considered or about to be considered by the Committee (**the Matter**) must

immediately after the relevant facts have come to the Committee Member's knowledge, disclose the nature of the interest to the Committee.

16.2 Disclosure must be Recorded

The disclosure must be recorded in the minutes of the Committee meeting.

16.3 Committee Member must not Participate

The disclosing Committee Member must not, unless the Committee decides otherwise:

- (a) be present during any deliberation of the Committee with respect to the Matter;
- (b) take part in any decision of the Committee with respect to the Matter; or
- (c) receive any papers in relation to the Matter after the Committee Member has disclosed his or her interest.

17 ALTERNATE COMMITTEE MEMBERS

A Committee Member has no power to appoint any person as his or her alternate.

18 SUB-COMMITTEES

- (a) The Committee may delegate any of its powers, other than those which by law must be dealt with by the Committee, to a sub-committee or sub-committees.
- (b) The Committee may make rules relating to the delegation of its powers as it thinks appropriate.

19 VALIDITY OF ACTS OF COMMITTEE MEMBERS

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Committee Member or member of a Committee Member's sub-committee; or
- (b) a person appointed to one of those positions was disqualified,

all acts of the Committee or the sub-committee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

20 MINUTES AND REGISTERS

20.1 Minutes must be Made

The Committee must cause minutes to be made of:

- (a) the names of the Committee Members present at all general meetings, Committee meetings and sub-committee meetings;
- (b) all proceedings and resolutions of general meetings, Committee meetings and sub-committee meetings;
- (c) all appointments of officers;
- (d) all orders made by the Committee and sub-committees; and
- (e) all disclosures of interests made pursuant to clause 16.

20.2 Minutes must be Signed

Minutes must be signed by the chair of the meeting.

21 FUNDS MANAGEMENT

21.1 Funds

The funds of the Association may be derived from any source and in any manner that the Committee determines.

21.2 Expenditure

Subject to any resolution passed by the Association in general meeting (which does not prejudice the tax status of the Association), the funds of the Association must only be used in pursuance of the Association's Objects.

21.3 Approval

All payments, whether made by cheques, drafts, bills of exchange, promissory notes and other negotiable instruments or electronically must be approved by the CEO.

22 ESTABLISHMENT AND OPERATION OF FUND

22.1 Maintaining Fund

The Association may establish and maintain a public gift fund (the Fund) for the promotion of one or more of the Association's Objects.

22.2 Contributions

The following contributions may be made to the Fund:

- (a) gifts of money or property from the public for the promotion of the objects of the Fund;
- (b) deductible contributions made by the public to a fundraising event staged to raise funds for the promotion of the objects of the Fund; and
- (c) money received by the Association because of those gifts and deductible contributions.

22.3 No other Contributions

Other than the contributions in clause 22.2, the Fund may not receive any other money or property.

22.4 Limits on use of Fund

The Association must *only* use the finances of the Fund for the promotion of the objects for which the Fund was established.

22.5 Receipts

Receipts for gifts to the Fund must state:

- (a) the name of the Fund and that the receipt is for a gift made to the Fund;
- (b) the Australian Business Number of the Association or the Gift Fund;
- (c) the fact that the receipt is for a gift; and
- (d) any other matter required to be included on the receipt pursuant to the requirements of the *Income Tax Assessment Act 1997*.

22.6 Bank Account

The Association must maintain a separate bank account for the Fund.

22.7 Accounting

The Association must maintain clear accounting procedures for the Fund.

22.8 Investment

Investment of any finances of the Fund must be made in accordance with guidelines for public funds as specified by the Australian Taxation Office.

22.9 Administration

- (a) The Fund is administered by the Committee (or a committee delegated to administer the Fund pursuant to clause 18).
- (b) Where the Committee (or the committee) does not include a Responsible Person, the Committee must appoint one or more Responsible Persons to assist with the administration of the Fund.

22.10 Dissolution of Fund

Upon the winding up or dissolution of the Fund, whether due to:

- (a) a decision of the Association and/or the Committee; or
- (b) the deductible gift recipient status of the Fund being revoked; or
- (c) the deductible gift recipient status of the Association being revoked and deductible gift recipient status being unavailable or undesirable for the Fund,

any property remaining after satisfaction of all the Fund's debts and liabilities must not be distributed to Members, but must be given or transferred to some other deductible gift recipient fund, authority or institution having objects similar to the objects for which the Fund was established and rules prohibiting the distribution of its income to its members.

23 AUDIT AND ACCOUNTS

23.1 Accounts must be Kept

The Committee must cause the Association to keep written financial records in relation to the business of the Association in accordance with the requirements of the Act.

23.2 Accounts must be Audited

The Committee must cause the financial records of the Association to be audited in accordance with the Act.

24 FINANCIAL YEAR

Unless determined otherwise by the Committee, the financial year of the Association ends on 30 June each year.

25 INSPECTION OF BOOKS

25.1 Committee to Determine Availability of Records

Except as otherwise required by the Act, the Committee may determine whether and to what extent, and at what times and places and under what conditions, the books of the Association or any of them will open for inspection by Ordinary Members other than Committee Members.

25.2 Member's Access to Records

A Member who is not a Committee Member does not have the right to inspect the books of the Association, or any part of them, unless the Member is authorised to do so by a court order.

26 COMMON SEAL

26.1 Use of Seal

- (a) The Committee must provide for the safe custody of the Seal;
- (b) The Seal must not be used without the authority of the Committee or a Committee Members' sub-committee authorised to use the Seal; and
- (c) Every document to which the Seal is affixed must be signed by a Committee Member and be countersigned by another Committee Member, the CEO or another person appointed by the Committee to countersign the document.

26.2 Duplicates of Seal

The Association may have one or more duplicate seals of the Seal each of which:

- (a) must be a copy of the Seal with the addition on its face of the words 'Duplicate Seal';
- (b) must not be used except with the authority of the Committee.

27 INDEMNITY AND INSURANCE

27.1 Indemnity

To the extent permitted by law and that the officer is not indemnified by director's and officers' liability insurance maintained by the Association, the Association indemnifies every officer of the Association against any liability for costs and expenses incurred by the person in his or her capacity as officer of the Association:

- (a) in defending any proceedings, whether civil or criminal, in which judgement is given in favour of the person or in which the person is acquitted; or
- (b) in connection with an application, in relation to those proceedings, in which a court grants relief to the person under the Act.

27.2 Association May Pay Premium

The Association may pay a premium in respect of a contract insuring a person who is or has been an officer against liability incurred by the person as an officer, except in circumstances prohibited by the Act.

27.3 Definition of Officer

For the purposes of this clause, 'officer' means a Committee Member as defined in this Constitution or an officer of the Association as defined by the Act.

28 WINDING UP

28.1 Obligations of Members

If the Association is wound up:

- (a) each Member; and
- (b) each person who has ceased to be a Member in the preceding year,
undertakes to contribute to the property of the Association for the:
 - (c) payment of debts and liabilities of the Association (in relation to clause 28.1(b), contracted before the person ceased to be a Member) and payment of costs, charges and expenses of winding up; and
 - (d) adjustment of the rights of the contributories amongst themselves,

such amount as may be required, not exceeding \$200.00.

28.2 Surplus in Winding Up

Where the Association is wound up, any surplus assets of the Association remaining after the payment of liabilities attributable to it must be transferred to a fund, authority or institution in Australia which has similar objects to and the same tax status as the Association.