



CONSTITUTION

OF

Women's Legal Centre (ACT & Region) Incorporated

Adopted November 2016

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CONSTITUTION OF WOMEN'S LEGAL CENTRE (ACT & REGION) INCORPORATED

1 DEFINITIONS AND INTERPRETATION

1.1 Definitions

In this Constitution unless the contrary intention appears:

'AGM' means annual general meeting.

'Association' means Women's Legal Centre (ACT & Region) Incorporated.

'Board' means the committee of the Association appointed pursuant to clause 8 in which lies the governance of the Association.

'Board Member' includes any person occupying the position of Board Member of the Association.

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

'Chair' means the Chair of the Association elected under clause 8.

'Board Committee Member' means a member of the Board who is not an office-bearer of the association as mentioned in section 8.2(d).

'Constitution' means this constitution as amended.

'Executive' has the meaning given in clause 8.2(b).

'Executive Director' means the woman employed by the Association to manage the functions of the Association.

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

'Life Member' means an individual who has been granted life membership of the Association by the Board, in recognition of significant contribution to the Objects of the Association.

'Member' means a member of the Association.

'Ordinary Member' includes a Life Member unless stated otherwise and whether present in person or by proxy.

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

'The Act' means the *Associations Incorporation Act 1991*.

'The Regulation' means the *Associations Incorporation Regulation 1991*.

'Vice Chair' means the Vice Chair of the Association elected under clause 8.

1.2 Interpretation

In this Constitution, unless the contrary intention appears:

- (a) unless the context provides otherwise, the singular includes the plural and vice versa and words importing a gender include other genders;
- (b) words and expressions defined in the Act have the same meaning in this Constitution; and
- (c) 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 is to promote and protect justice, equality and independence for all women. The Association will do this by:

- (a) providing professional, specialist legal services to women;
- (b) supporting Aboriginal and Torres Strait Islander women's access to justice through individual and systemic advocacy;
- (c) prioritising service for women who need our services the most, including women on low incomes, women experiencing violence, and women disadvantaged by pregnancy, breastfeeding or family responsibilities, race, culture or religion, disability, age, sexual orientation and/or gender identity.
- (d) informing the community about the law and legal system as it affects women;
- (e) providing expert law and policy advice to the community, government and other stakeholders on domestic violence and other forms of sex discrimination and gender equality;
- (f) any other objects determined by the Board which are consistent with the Association being a public benevolent institution; and
- (g) to cooperate with any other organisation in furtherance of these objects.

2.2 Exercise of Powers

The Association may only exercise its powers to:

- (a) carry out the objects in clause 2.1; and
- (b) do all things incidental or convenient in relation to the exercise of power under clause 2.2(a).

3 INCOME AND PROPERTY

3.1 Application of Income and Property

The income and property of the Association will only be applied towards the promotion of the objects of the Association as set out in clause 2.

3.2 Transfers to Members

No income or property will be paid or transferred directly or indirectly to any Member except for bona fide compensation for services rendered or expenses incurred on behalf of the Association.

4 MEMBERSHIP

4.1 Ordinary Members

- (a) An Ordinary Member is any woman who supports the objects of the Association and who has been granted membership.
- (b) All Ordinary Members have the right to:
 - (i) receive notice of every general meeting of the Association and
 - (ii) attend and vote at each general meeting of the Association.

4.2 Life Members

- (a) The Board of the Association may award Life Membership to any woman who has made a significant contribution to the Objects of the Association.
- (b) Life Membership will ordinarily be awarded at a General Meeting of the Association.
- (c) Life Members have the same rights as Ordinary Members.

4.3 Affiliate Members

- (a) An Affiliate Member is any man, organisation or Association employee who supports the objects of the Association and who has been granted membership.
- (b) Affiliate Members have the right to:
 - (i) receive notice of every general meeting of the Association;
 - (ii) attend but not vote at each general meeting of the Association; and
 - (iii) appoint by written notice a person to act as their representative in all matters connected with the Association where they are an organisation.

4.4 Application for Membership

Applications for membership may be made in writing by completing the application form approved by the Board and accompanied by the appropriate membership fee.

4.5 Executive Director to Consider Application

- (a) An application for membership may be considered and accepted or rejected by the Executive Director when received.
- (b) When considering an application for membership, if the Executive Director:
 - (i) requires further information, determination of the application is deferred until the information has been supplied; or

- (ii) rejects the application, the Executive Director may if requested provide reasons to the applicant who may seek a reconsideration of the application by the Board whose decision is final.

4.6 Acceptance of Application

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

4.7 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 OF MEMBERS

5.1 Fees

- (a) The Board may decide whether to impose a fee and/or levy on Members and, if so, the type of fee/or levy and amount.
- (b) A Member who is an employee of the Association will not be required to pay any fee/or levy whilst the Member remains an employee of the Association.
- (c) Life Members will not be required to pay any fee/or levy.

5.2 Collection and Payment of Fees

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

6 CEASING TO BE A MEMBER

6.1 By Resignation

A Member's membership will cease if the Member gives the Association written notice of resignation, effective from the date of receipt of that notice by the Association.

6.2 By Resolution of the Board

A membership will cease if the Board terminates the membership of a Member:

- (a) whose conduct in their opinion renders it undesirable that the Member continue to be a Member; and
- (b) who is given at least 21 days written notice of a resolution proposing to terminate their membership which gives them the opportunity to be heard at the meeting at which the resolution is proposed.

6.3 Individual Membership

A Member's membership will cease if the Member:

- (a) has not paid the membership fee for the financial year within the timeframe nominated by the Board;
- (b) dies;
- (c) lacks legal capacity; or
- (d) is convicted of an indictable offence.

7 MEETINGS OF THE ASSOCIATION

7.1 Annual General Meetings

- (a) With the exception of the first Annual General Meeting (AGM) of the Association, the Association must, at least once in each calendar year and within 5 months after the end of each financial year of the Association, call an AGM of its members.
- (b) The Association must hold its first AGM:
 - (i) within 18 months after its incorporation under the Act; and
 - (ii) within 5 months after the end of the first financial year of the Association.

7.2 Calling AGMs

- (a) The AGM of the Association must be called on the date and at the place and time that the Board considers appropriate.
- (b) In addition to any other business that may be transacted at an AGM, the business of an AGM is:
 - (i) to confirm the minutes of the last AGM and of any general meeting held since that meeting;
 - (ii) to receive from the Chair reports on the activities of the Association during the last financial year;
 - (iii) to elect members of the Board ; and
 - (iv) to receive and consider the statement of accounts and the reports.

7.3 Calling general meetings

- (a) The Board may, whenever it considers appropriate, call a general meeting (a meeting) of the Association.
- (b) The Board must, on written request of at least 5% of all Ordinary Members, call a meeting of the Association.
- (c) A written Ordinary Members' request for a meeting:
 - (i) must state the purpose or purposes of the meeting;
 - (ii) must be signed by the requesting Ordinary Members;
 - (iii) must be lodged with the Board; and

- (iv) may consist of several documents in a similar form, each signed by one or more of the requesting Ordinary Members.
- (d) If the Board fails to call a meeting within one month after an Ordinary Members' request for a meeting is lodged with the Board, one or more of the requesting Ordinary Members may call a meeting to be held within three months of that time.
- (e) A meeting called by an Ordinary Member must be called in accordance with this Constitution and any reasonable expense incurred in doing so must be reimbursed by the Association.

7.4 Notice of meetings

- (a) The Board must issue each Member with notice of a meeting of the Association (including an AGM) at least 14 days before the meeting.
- (b) Notice may be given by one or more of the following methods:
 - (i) personally;
 - (ii) by post to the address for the Member in the Register or the alternative address (if any) nominated by the Member;
 - (iii) by email to an address nominated by the Member; or
 - (iv) by publication:
 - (A) on the Association's website (if any);
 - (B) in the Association's newsletter (if any); or
 - (C) in a local newspaper;
- (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 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) Only Members who owe no money to the Association can bring any business before a meeting by giving written notice of that business to the Board, who must include that business in the next notice of meeting.

7.5 Quorum

- (a) A quorum must be present before business may be transacted at a meeting.
- (b) Quorum of Members is three (3) Board Members and the lesser of
 - (i) 10 Ordinary Members; or
 - (ii) 10% of all the Ordinary Members of the Association.
- (c) If within 30 minutes after the time appointed for the meeting a quorum is not present, the meeting:
 - (i) is dissolved if called on the request of Ordinary Members; or
 - (ii) in any other case, is adjourned to the same place and time of the following week.
- (d) The Chair may specify another time and place to which the meeting is adjourned, either at the time of adjournment or by written notice.

7.6 Adjournment

- (a) The Chair of a meeting at which a quorum is present may, with the consent of the majority of Ordinary Members present, adjourn the meeting.
- (b) No business may be transacted at a resumed meeting other than the business left unfinished at an adjourned meeting.
- (c) If a meeting is adjourned for 14 days or more, the Board must give written or oral notice of the resumed meeting to each Member stating:
 - (i) the place of the resumed meeting;
 - (ii) the date of the resumed meeting;
 - (iii) the time of the resumed meeting; and
 - (iv) the nature of the business to be transacted at the resumed meeting.

7.7 Making of Decisions

- (a) A question, matter or resolution arising at a meeting will be decided by a majority of votes.
- (b) Where a decision has been made, a declaration by the Chair or minute to that effect is evidence of that fact.

7.8 Voting

- (a) Voting will be by a show of hands, unless the Ordinary Members present decide otherwise.

- (b) Members may only vote as long as they have paid all money owing to the Association.
- (c) Each Ordinary Member has only one vote on any question arising at a meeting.
- (d) An Ordinary Member may appoint a person as proxy in writing on a form approved by the Board and signed by that member.

8 BOARD

8.1 Qualifications

A Board Member must be an Ordinary Member who has not been employed by the Association in the preceding 2 years.

8.2 Composition of Board

- (a) The Board will compose of:
 - (i) the Executive; and
 - (ii) the Board Committee.
- (b) The Executive will comprise:
 - (i) the Chair;
 - (ii) the Vice Chair;
 - (iii) the Secretary; and
 - (iv) the Treasurer.
- (c) The Executive is elected by the Board Members following each AGM.
- (d) The Board Committee will comprise;
 - (i) three Board Members; and
 - (ii) any number of additional members appointed by the Board on terms it considers appropriate.
- (e) When appointing additional members in accordance with clause 8.2(d)(ii), the Board should consider the Association's planned activities for the coming year and the need to ensure the Board reflects the community it serves, particularly Aboriginal and Torres Strait Islander women.
- (f) The Board may invite the Executive Director to attend meetings to assist the Board as required.

8.3 Term

- (a) Board Members serve for a term of 3 years and may not serve for more than 2 consecutive terms.

- (b) After completion of their maximum number of terms, a retiring Board Member will be able to offer themselves for re-election following a one year hiatus.

8.4 Nominations and election

- (a) The ballot for the election of the Board must be conducted at the AGM in the way the Board decides.
- (b) Any Member may nominate an Ordinary Member to be a Board Member.
- (c) Nominations must be:
 - (i) in writing, endorsed by the nominee, and seconded by another Member; and
 - (ii) delivered to the Secretary no later than 2 weeks prior to the AGM.
- (d) The Chair may allow nominations from the floor at the AGM.
- (e) If insufficient nominations are received to fill the positions, the positions not filled will be deemed to be vacant.

8.5 Transitional provisions

- (a) Board Members appointed after the adoption of this Constitution will be deemed to be in their first term, irrespective of when they were first appointed.
- (b) At the first Board meeting after the adoption of this Constitution, the Board Members will determine which of them will serve an initial term of 1, 2 or 3 years.

9 BOARD MEMBERS' REMUNERATION

- (a) Board Members are not paid any remuneration.
- (b) Board Members may receive bona fide compensation for services rendered or expenses incurred on behalf of the Association.

10 VACATION OF OFFICE OF BOARD MEMBER

10.1 Vacancy

The office of a Board Member is immediately vacated if the Board Member:

- (a) becomes bankrupt or makes any general arrangement or composition with her creditors;
- (b) cannot manage the Association because of her mental incapacity and is a person whose estate or property has had a personal representative or trustee appointed to administer it;
- (c) resigns by notice in writing to the Association;
- (d) is removed by a resolution of the Association;

- (e) is absent from three consecutive Board meetings without leave of absence from the Board; or
- (f) is directly or indirectly interested in any contract or proposed contract with the Association and fails to declare the nature of the interest.

10.2 Filling Vacancy

- (a) The Board may appoint any Ordinary Member to fill a vacancy on the Board.
- (b) An Ordinary Member appointed to fill a vacancy holds office for the remainder of the term of the Board Member whose position they replace.

11 POWERS AND DUTIES OF BOARD MEMBERS

11.1 Business of the Association

The business of the Association is managed by the Board who may exercise all powers of the Association that this Constitution does not require to be exercised by the Association in meeting.

11.2 Governance

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

12 BOARD MEETINGS

12.1 Chair

The Chair will chair each Board meeting and meeting until the Chair:

- (a) is replaced; or
- (b) is unwilling or unable to act.

12.2 Convening of Meetings

- (a) A Board meeting must be convened at least 6 times each year.
- (b) A Board Member may at any time convene a Board meeting.
- (c) A Board meeting must be convened on at least 48 hours' notice to each Board Member.

12.3 Venue of Meeting

- (a) A Board meeting may be held by any technological means by which the Board are able to simultaneously participate in discussion.
- (b) Subject to clause 14, a Board Member who participates in a meeting held in accordance with this Constitution is taken to be present and entitled to vote at the meeting.

12.4 Procedure of Board Meetings

The Board may meet together, adjourn and regulate their meetings as they think fit.

12.5 Quorum

A quorum of Board Members is a majority of Board Members for the time being.

12.6 Insufficient Board Members to Constitute Quorum

If the number of Board Members is not sufficient to constitute a quorum at a Board meeting, the Board may act only to:

- (a) appoint a Board Member; or
- (b) convene a meeting.

12.7 Notice

Notice of a Board meeting may be given in writing or using any technology consented to by all Board Members.

13 VOTING AT BOARD MEETINGS

13.1 Board Member has One Vote

Subject to clause 14, each Board Member has one vote.

13.2 Majority of Votes

Questions arising at a Board meeting are decided by a majority of votes of the Board Members present and voting.

13.3 Circulating Resolution

- (a) The Board may pass a resolution without holding a Board meeting if:
 - (i) all Board Members are sent an identical document containing the proposed resolution; and
 - (ii) the majority of Board Members record in writing or via any technology consented to by all the Board that they are in favour of the resolution set out in the document.
- (b) The resolution is passed when the last Board Member to constitute a majority of the Board consents.

14 BOARD MEMBERS' INTERESTS

14.1 Board Member must Disclose

A Board Member who has a direct or indirect interest in a matter being considered or about to be considered by the Board must immediately after the relevant facts have come to the Board Member's knowledge, disclose the nature of the interest to the Board.

14.2 Disclosure must be Recorded

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

14.3 Board Member must not Participate

A Board Member must not, unless the Board decide otherwise:

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

15 SUBCOMMITTEES AND DELEGATION

15.1 Delegation of Board's Powers

- (a) The Board may delegate any of its powers to:
 - (i) any one or more subcommittees; or
 - (ii) an individual Committee Member.
- (b) The Board may at any time revoke any delegation of power.
- (c) If a subcommittee is appointed, at least one member of the subcommittee must be a Board Member.

15.2 Composition of Subcommittee

The Board may decide on the membership of each subcommittee or delegate this function to the subcommittee.

15.3 Exercise of Delegates' Powers

A delegate must exercise its powers in accordance with any directions of the Board and a power exercised in that way is taken to have been exercised by the Board.

15.4 Delegate may Sub-Delegate

A delegate may be authorised by the Board to sub-delegate all or any of the powers vested in it.

15.5 Subcommittee to Adhere to Constitution

Meetings of any subcommittee will be governed by the provisions of this Constitution which deal with Board meetings so far as they are applicable and are not inconsistent with any directions of the Board .

16 VALIDITY OF ACTS OF BOARD

If it is discovered that:

- (a) there was a defect in the appointment of a person as a Board Member or member of a subcommittee; or
 - (b) a person appointed to one of those positions was disqualified,
- all acts of the Board or the subcommittee before the discovery was made are as valid as if the person had been duly appointed and was not disqualified.

17 INSPECTION OF BOOKS

17.1 Board to Determine Availability of Records

The Board may determine whether and to what extent, and at what times and places and under what conditions, the books of the Association will open for inspection by Members.

17.2 Members' Access to Records

A 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 or a resolution of the Board.

18 COMMON SEAL

- (a) The common seal of the Association must be kept in the custody of the Board.
- (b) The common seal must not be attached to any instruction except by the authority of the Board and the attaching of the common seal must be attested by the signatures of 2 members of the Board.

19 NOTICES

19.1 Mode of Service

Notice may be given by the Association to any person who is entitled to notice under this Constitution:

- (a) by serving it on the person; or
- (b) by sending it by post, or email to the person at the person's address shown in the Register or the address supplied by the person to the Association for sending notices to the person.

19.2 Post

A notice sent by post is taken to be served:

- (a) by properly addressing, prepaying and posting a letter containing the notice; and
- (b) three Business Days after the day on which it was posted.

19.3 Email

A properly addressed and transmitted notice sent by electronic notification is taken to be served on the Business Day after it is sent.

19.4 Evidence of Posting

A certificate in writing signed by a Board Member or other officer of the Association that a document or its envelope or wrapper was addressed and stamped and was posted is conclusive evidence of posting.

19.5 Signature to a Notice

The signature to a written notice given by the Association may be written or printed.

19.6 Notices Posted Outside Australia

All notices sent by post outside Australia must be sent by prepaid airmail post.

19.7 Persons Entitled to Notice of Meeting

(a) Notice of every meeting must be given to:

- (i) every Member; and
- (ii) every Board Member.

(b) No other person is entitled to receive notice of a meeting.

20 WINDING UP

20.1 Liability of Members

The liability of a Member to contribute towards the payment of the debts and liabilities of the Association or the costs, charges and expenses of the winding up of the Association is limited to the amount (if any) unpaid by the Member in relation to membership of the Association required by clause 5.1.

20.2 Surplus in Winding Up

If the Association is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets must be transferred to another organisation with similar objects, which is charitable at law, to which income tax deductible gifts can be made:

- (a) gifts of money or property for the principal purpose of the Association;
- (b) contributions made in relation to an eligible fundraising event held for the principal purpose of the Association; and
- (c) money received by the Association because of such gifts and contributions.