



# RULES OF ASSOCIATION

**As approved by the Commissioner under s200 of the *Associations Incorporation Act 2015 (WA)* on 07 June 2017**

**As amended by Special Resolution passed on 01 December 2022**

## Table of Contents

1.	NAME AND LEGAL STRUCTURE .....	1
2.	GOAL, PURPOSE, VISION AND MISSION.....	1
3.	DEFINITIONS .....	1
4.	OBJECTS .....	2
5.	POWERS.....	3
6.	INCOME AND PROPERTY .....	4
7.	MEMBERSHIP.....	4
8.	MEMBERSHIP FEES .....	6
9.	REGISTER OF MEMBERS .....	6
10.	REVOCATION OF MEMBERSHIP .....	7
11.	CESSATION OF MEMBERSHIP .....	7
12.	GENERAL MEETINGS .....	8
13.	QUORUM .....	9
14.	VOTING.....	9
15.	BOARD OF MANAGEMENT .....	10
15A	REMOVAL OF A BOARD MEMBER .....	12
15B	PAYMENTS TO BOARD MEMBERS .....	12
16.	OPERATION OF THE BOARD OF MANAGEMENT .....	12
16A	MINUTES OF BOARD MEETINGS .....	13
16B	SUBCOMMITTEES AND SUBSIDIARY OFFICES.....	14
16C	DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES.....	15
17.	ELECTION OF BOARD OF MANAGEMENT.....	15
17A	FILLING CASUAL VACANCIES .....	17
18.	DUTIES OF OFFICE BEARERS .....	17
19.	EXECUTING DOCUMENTS AND COMMON SEAL.....	19
20.	INDEMNITY .....	20
21.	AUDITING .....	20
22.	AMENDMENTS TO THE CONSTITUTION.....	20
23.	INTERPRETATION OF CONSTITUTION.....	21
24.	FINANCIAL VIABILITY .....	21
25.	DISSOLUTION .....	22
26.	DISTRIBUTION OF SURPLUS PROPERTY ON DISSOLUTION.....	22
27.	DISPUTES AND MEDIATION .....	22

# CONNECTGROUPS CONSTITUTION

## 1. NAME AND LEGAL STRUCTURE

The name of the association shall be CONNECTGROUPS – SUPPORT GROUPS ASSOCIATION WA (INC). The abbreviation shall be included in the corporate name and hereafter shall be called CONNECTGROUPS.

CONNECTGROUPS is an association incorporated in Western Australia under the Associations Incorporation Act 1987.

CONNECTGROUPS is listed with the Australian Business Register and operates with ABN 23 041 552 831.

## 2. GOAL, PURPOSE, VISION AND MISSION

The goal of CONNECTGROUPS is to assist individuals to alleviate isolation, helplessness, suffering and distress by facilitating the development and maintenance of self help and support groups, and to promote self help within the community.

The purpose of CONNECTGROUPS' is to benefit the community through assisting self help and support groups in their efforts to provide relief for people suffering from sickness or life-disrupting circumstances, and thereby promote the prevention or management of human diseases through education and awareness.

Our vision is that self help and support groups be widely recognised, promoted, supported and valued for the benefits they bring to the community in the prevention and management of adverse mental health conditions associated with stress caused by diseases or life-disrupting events.

CONNECTGROUPS is a peak representative organisation with a mission to support, nurture, advocate for and build capacity in self help and support groups in Western Australia.

## 3. DEFINITIONS

Where a term used in these Rules of Association is not defined in this Rule, the definition in the Act or the Model Rules (as appropriate) applies.

- 3.1 **'Self Help or Support Group member'** shall mean a person who is directly affected by a particular issue or life disrupting problem; seeks compassionate support and participates in a Self Help or Support Group with others who share the same concern.
- 3.2 The **'Association'** refers to the CONNECTGROUPS – SUPPORT GROUPS ASSOCIATION WA (INC). hereinafter referred to as CONNECTGROUPS.

- 3.3 The **'Board'** means the Board of Management of CONNECTGROUPS.
- 3.4 **'Disease'** shall mean any mental or physical ailment, disorder, defect or morbid condition, whether of sudden onset or gradual development and whether of genetic or other origin.
- 3.5 **'Self Help Group'** generally means a group of people who assist and support each other, through shared experience and knowledge, to build the capacity to manage their individual challenges.
- 3.6 **'Support Group'** generally means a group of people who share the same experience or concern who come together to focus on needs or growth through mutual encouragement with a person allocated as the facilitator.
- 3.7 **'Act'** means the *Associations Incorporation Act 2015* (Western Australia)
- 3.8 **'Commissioner'** means the person designated as the Commissioner under section 153 of the Act.
- 3.8 **'Model Rules'** means the 'Model Rules for incorporated associations' set out in Schedule 2 of the *Associations Incorporation Regulations 2016*.

#### 4. OBJECTS

- 4.1 To promote the prevention of disease both physical and mental in the community: particularly the prevention of adverse mental health conditions associated with stress caused by diseases or life-disrupting events.
- 4.2 Promote and facilitate the creation and maintenance of self help and support groups and networks, and advocate their benefits to governments and the community.
- 4.3 Provide access to basic facilities and support to individuals and Self Help and Support Groups by making available the use of equipment, resources, expertise and training.
- 4.4 Provide a model of co-operation and co-ordination between interested individuals and existing support groups who are concerned with the health and wellbeing of specific groups in the community.
- 4.5 Provide support and education in the value of self-help philosophies for the prevention and management of mental and physical related illnesses to professionals facilitating and liaising with community groups and networks.
- 4.6 Engage in public education programs and policy development promoting the benefits of self-help and community support groups to assist individuals living with mental or physical impairment, illnesses and related issues.

- 4.7 Initiate and carry out appropriate data collection and research on aspects of the health and wellbeing of specific sectors of the community currently or potentially benefitting through the activities of Self Help and Support Groups.
- 4.8 Utilise the skills and resources of professional service providers, incorporated non-profit and statutory bodies in a way that promotes the role of Self Help in the prevention, control and management of both physical and mental impairment and diseases in the community.
- 4.9 Seek to contribute to government policy and community support mechanisms to ensure that self help and support groups are recognised, supported and valued for the benefits they bring to the community, particularly in assisting the avoidance of mental illness.
- 4.10 Facilitate effective and productive relationships between policy agencies, funding bodies, service providers and the self help and support group sector.

## **5. POWERS**

- 5.1 To purchase, take on, lease or in exchange hire, or otherwise acquire and maintain any real or personal property and any rights and privileges in relation thereto.
- 5.2 To sell, exchange, lease, mortgage, hire, dispose of, turn to account or otherwise deal with all or part of the real and personal property of CONNECTGROUPS.
- 5.3 To raise any monies required for the objects and purposes of CONNECTGROUPS in such a manner and on such terms and securities as shall be lawfully determined, including the charging of fees for services to recover the costs of that service provision.
- 5.4 To invest and deal with the monies of CONNECTGROUPS not immediately required in such a manner as may from time to time be determined.
- 5.5 To open and subsequently operate any account/s with any bank/s or other licensed financial institutions within Australia.
- 5.6 To employ or dismiss staff consistent with legislative, contractual and industrial obligations.
- 5.7 To accept funds to undertake activities or offer services at the request of, or on behalf of, another party, provided that such activities and/or services are consistent with the purpose and objects of CONNECTGROUPS.
- 5.8 To hold funds for a third party, and to invest, manage, allocate and acquit those funds to self help and support groups as agreed with that party.
- 5.9 To co-operate, affiliate and enter into reciprocal arrangements with any other group or association having objects wholly or in part similar to those of CONNECTGROUPS.

- 5.10 To do all such things as are incidental or conducive to the attainment of its objectives.
- 5.11 To designate any person to act as its agent in the exercise of these powers, subject to such conditions as the Board may direct.

## 6. INCOME AND PROPERTY

- 6.1 CONNECTGROUPS is a non-profit charitable association.
- 6.2 The property and income of the Association must be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Association, except in good faith in the promotion of those objects or purposes.
- 6.3 An inventory of all real and personal property acquired by CONNECTGROUPS shall be maintained either by the Secretary or person/s designated by the Board of Management.

## 7. MEMBERSHIP

- 7.1 There shall be six classes of membership of the Association these being:
  - 7.1.1 Affiliate Members – Self help and support groups operating in Western Australia;
  - 7.1.2 Associate Members –Not-for-profit providers of services to self help and support groups and their members;
  - 7.1.3 Allied Members - Self help and support groups external to Western Australia, and/or community organisations that do not qualify as self help and support groups;
  - 7.1.4 Corporate Members –, Businesses operating for profit, educational institutions, government departments and statutory authorities;
  - 7.1.5 Individual Members – Individuals who share and wish to promote and support the philosophies and values of self help and support groups;
  - 7.1.6 Life and Honorary Members – Any person who, in the opinion of 75% of the members of the Board is deserving of such status.
- 7.2 Membership of the **Affiliate**, **Associate**, **Allied** and **Corporate** classes shall be available to organisations that meet the criteria of that membership class and have:
  - 7.2.1 agreed to accept the Objects of CONNECTGROUPS;
  - 7.2.2 completed a membership form;

- 7.2.3 been accepted as a member by a majority vote of a meeting of the Board; and
  - 7.2.4 paid the membership fee if and as prescribed by the Board, unless an exemption has been granted.
- 7.3 **Individual** membership shall be granted at the discretion of the Board to natural persons who have:
- 7.3.1 demonstrated commitment to the Values and Goal of CONNECTGROUPS;
  - 7.3.2 agreed to accept the Objects of CONNECTGROUPS;
  - 7.3.3 completed a membership form;
  - 7.3.4 been accepted as a member by a majority vote of a meeting of the Board; and
  - 7.3.5 paid the membership fee if and as prescribed by the Board, unless an exemption or concession has been granted.
- 7.4 **Life Membership** and **Honorary Membership** may be conferred by the Board on any person who in the opinion of 75% of the members of the Board is deserving of such status. Notice of the meeting at which decision is to be made on Life Membership and Honorary Membership must be given to all members of the Board of Management. Life Members and Honorary Members:
- 7.4.1 are exempt from the payment of membership fees; and
  - 7.4.2 may have their membership status terminated subject to clause 10.
- 7.5 On becoming an **Affiliate** or **Associate Member**, a group or service provider organisation will provide written nomination of one delegate and one proxy. Such delegate or proxy may speak and vote on the member's behalf. A member may change its delegate if necessary and shall advise the Secretary in writing of the details of the change.
- 7.6 On becoming an **Allied** or **Corporate Member**, a group or corporate body will provide written nomination of one delegate and one proxy through whom communications with CONNECTGROUPS will occur. Such delegate or proxy may speak on the group's behalf but is not entitled to vote. A member may change its delegate if necessary and shall advise the Secretary in writing of the details of the change.
- 7.7 If an application for membership is rejected then the reasons for the rejection of the application must be recorded in the minutes of the Board meeting and these reasons communicated in writing to the individual or organisation seeking membership.

- 7.8 Membership shall be non- discriminatory other than on the basis of support for the Objects of the Association.
- 7.9 All members are bound by the Constitution and the decisions of the Board unless otherwise altered by a General Meeting.

## **8. MEMBERSHIP FEES**

- 8.1 Membership fees are payable by 31 July each year for the period 1 July of that year to 30 June of the following year, unless a new membership application is received after 31 July. Memberships received after July will be liable for a pro-rata membership fee consisting of one-twelfth of the annual fee for each full month remaining until 30 June the following year.
- 8.2 Fees for each membership class shall be reviewed by the Board from time to time and the approved annual membership fees, if any, shall be implemented from the following July 1, providing that no less than one month shall elapse from the Board meeting at which a fee decision was made and the application of that fee.
- 8.3 The Board may, at its discretion, decide that the membership fee payable by a member may be varied either for the length of their membership or for a specified time.

## **9. REGISTER OF MEMBERS**

- 9.1 The Secretary, or another person authorised by the Board, shall ensure that:
- 9.1.1 a register of all members is kept with their name and:
- (a) nominated postal address;
  - (b) residential address;
  - (c) email address; or
  - (d) information, by means of which contact can be made with the member.
- 9.1.2 any changes to the register are recorded in the register.
- 9.2 Any member of the Association may ask to inspect the Register of Members at the premises of the Association. Any member may request in writing to be provided with a copy of the Register of members.
- 9.3 The Register of Members may be available in electronic form and made accessible through the Association's website.
- 9.4 The Register of Members as available for inspection shall not contain confidential information of a private or personal nature relating to individuals, other than the information listed in clause 9.1.1 above.
- 9.5 If:



- (a) a member inspecting the Register of Members wishes to make a copy of, or take an extract from, the register under section 54(2) of the Act; or
- (b) a member makes a written request under section 56(1) of the Act to be provided with a copy of the Register of Members,

the Board may require the member to provide a statutory declaration setting out the purpose for which the copy or extract is required and declaring that the purpose is connected with the affairs of CONNECTGROUPS.

## **10. REVOCATION OF MEMBERSHIP**

- 10.1 The Board may revoke the membership of a member if the Board considers the member's conduct is detrimental to CONNECTGROUPS.
- 10.2 To revoke a member's membership of CONNECTGROUPS, the Board must give the member at least 7 days' notice in writing of the Board meeting at which the revocation of membership will be discussed. The notice must state why the Board is considering revoking the membership.
- 10.3 The member is entitled to attend this meeting to address the Board and provide reasons why their membership should not be revoked.
- 10.4 The agreement of at least 75% of the Board is required to revoke a member's membership.
- 10.5 The Board must advise the member in writing of its decision and the reasons for it. The revocation of membership takes effect immediately the member receives notice of the Board's decision to revoke their membership. Notice is deemed to be received on receipt of proof of delivery or on the expiry of seven days following the posting of the notice of decision.
- 10.6 A member may appeal against their expulsion by lodging their appeal in writing to the Secretary within seven (7) days of receipt of the expulsion.
- 10.7 When notice is given under clause 10.6, a Special General Meeting of the Association shall be convened within 30 days of lodgement of the appeal to consider the appeal. A vote carried by a simple majority of voting members present at this Special General Meeting may affirm or vary the decision of the Board.

## **11. CESSATION OF MEMBERSHIP**

The membership of a member shall cease upon:

- (a) Failure to confirm intention to retain membership and pay the relevant membership fee, if any, within three (3) months of the Association requesting such confirmation;

- (b) Resignation in writing submitted to the Chairperson of the Board; or
- (c) Revocation of membership in accordance with Clause 10.

## 12. GENERAL MEETINGS

- 12.1 An Annual General Meeting (AGM) shall be held within six (6) months of the end of each financial year. Not less than fourteen (14) days written notice of the Annual General Meeting shall be given to all members and this notice shall specify the place, date and hour of the Annual General Meeting. The business of the Annual General Meeting shall be:
- (a) The receipt of the Chairperson's report for the previous year.
  - (b) The receipt of the Chief Executive Officer's report for the previous year.
  - (c) The receipt of the Treasurer's report and the audited financial statements for the previous financial year.
  - (d) Presentation of the Annual Report.
  - (e) The election of Board members.
  - (f) The appointment of an Auditor for the following financial year.
  - (g) Disclosure by Board members of the nature and extent of any material personal interests held by them in any matters considered at Board meetings in the previous year.
  - (g) Any other business placed on the Agenda prior to the meeting.
- 12.2 The Secretary shall give notice of a Special General Meeting of the Association within fourteen (14) days of receiving a directive from the Board or written request of three (3) Board members, or from at least 5% of the voting members of the Association. The request must be signed by the members and must specify the business to be carried out at the meeting. Not less than fourteen (14) days' notice shall be given to all members of any Special General Meeting. The notice shall specify the place, date and hour of the Special General Meeting and the nature of the business to be carried out at the meeting.
- 12.3 If a special resolution is proposed at a meeting under clause 12.1 or 12.2, the notice of meeting will:
- (a) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
  - (b) state that the resolution is intended to be proposed as a special resolution.

- 12.4 The Chief Executive Officer shall attend each Special/Annual General Meeting (AGM) and Board of Management meeting. The Board may at any time request the attendance of specific or all staff members or volunteers at any meeting.
- 12.5 If the Chief Executive Officer is unable to attend she/he must nominate one other CONNECTGROUPS staff member to attend in her/his place (non-voting) unless otherwise agreed with the Board.

### **13. QUORUM**

- 13.1 At any meeting of the board, a quorum exists if the number of members present, or participating under Clause 16.6, is equal to at least one half of the number of currently serving members of the Board, and includes at least one office bearer.
- 13.2 The quorum at Annual/Special General meetings of the membership shall be eleven (11) voting members present in person or by proxy.

### **14. VOTING**

- 14.1 All Affiliate, Associate Life and Honorary members of CONNECTGROUPS have the right to exercise one vote on any motion under discussion at the meetings they attend. Affiliate and Associate members must nominate the person authorised to vote on their behalf.
- 14.2 Allied, Corporate and Individual members have the right to attend any general meeting and to speak but do not have the right to vote, except that Individual members who are also Board members may vote at Board meetings.
- 14.3 At General meetings all voting members have the right to nominate a proxy to exercise one vote on their behalf subject to the Chairperson receiving notification in writing before the commencement of the relevant meeting.
- 14.4 Except in the case of a special resolution, voting shall be carried out by a simple majority on the show of hands or a division of members. A secret ballot shall be held if 25% or more financial members present demand it. The Chairperson shall determine the manner in which the secret ballot will be conducted and the result as declared by the Chairperson shall be deemed to be a resolution of the meeting concerned.
- 14.5 Where a special resolution is required under the Act or these Rules of Association, it must be passed by at least 75% of members who are eligible to vote and who cast a vote at the meeting.
- 14.6 The Chairperson does not have a casting vote. In the event of a tied vote on a motion, the motion is to be declared lost, but may be put again at a subsequent meeting. In the event of a tied vote in an election, a second vote may be called if neither candidate elects to withdraw.

## 15. BOARD OF MANAGEMENT

15.1 Overall management and administration of CONNECTGROUPS shall be vested in the members of the Board of Management (“the Board”).

15.1.1 Subject to the Act, these rules, and any resolution passed at a general meeting, the Board has power to do all things necessary or convenient to be done for the proper management of the affairs of the Association.

15.1.2 The Board must take all reasonable steps to ensure that the Association complies with the Act and these rules.

15.2 The Board shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer and up to six (6) other members, who shall collectively make all material decisions concerning the strategic direction, structure and management of CONNECTGROUPS.

15.3 The Board shall be responsible for:

- (a) Upholding and advancing the Vision, Mission and Objects of CONNECTGROUPS.
- (b) The proper exercise of the powers of CONNECTGROUPS as set out in this Constitution.
- (c) The general management and administration of CONNECTGROUPS, including the making of policies.
- (d) Monitoring and managing the finances of CONNECTGROUPS and maintaining its solvency.
- (e) Ensuring adherence to such statutory and contractual obligations as may apply to the Association.
- (f) Filling any casual vacancy of the Board which may occur during the Board’s term of office.
- (g) The establishment and oversight of any Sub-Committee necessary to assist the Board in upholding and advancing the objectives of CONNECTGROUPS.
- (h) Identifying, regularly reviewing and ensuring the appropriate management of financial, legal, physical and reputational risks relevant to CONNECTGROUPS.
- (i) Preparing, endorsing and reviewing a Statement of Values to guide the operations of CONNECTGROUPS.
- (j) Recruiting, setting the employment conditions, and managing the performance of the Chief Executive Officer.

- 15.4 The Chairperson, Vice-Chairperson, Secretary and Treasurer collectively form the Executive Committee of the Board, and may, on behalf of the Board, make operational decisions concerning the administration of the Association, consistent with the strategic direction agreed by the Board.
- 15.5 All Board members shall be Individual members or persons nominated by Affiliate or Associate members to represent them, and must not be persons who are ineligible to be Board members under Section 39 of the Act. The Board shall include at least two (2) self-help or support group representatives, at least one (1) of whom shall be a member of the Executive Committee.
- 15.6 If none of the Board members nominated by an Affiliate or Associate member is willing to accept an office-holder position, the membership of the Executive Committee shall be increased by one to include such a representative.
- 15.7 It would be preferred that persons nominating for a Board member position had an understanding of the principles and philosophy of self help and had demonstrated their willingness to further the aims and Objects of CONNECTGROUPS.
- 15.8 Subject to Clause 15.5 any person may nominate/be nominated for a position.
- 15.9 The Board shall have the power to co-opt members for special purposes where deemed necessary. All Sub-Committees shall include at least one Board member to attend meetings. A convenor shall be appointed who will be required to report on the progress of the Sub-Committee to the Board.
- 15.10 A casual vacancy occurs in the Board and that position becomes vacant if the Board member –
- (a) dies;
  - (b) resigns from the Board by notice in writing delivered to the Chairperson or, if the Board member is the Chairperson, to the Vice-Chairperson with the resignation taking effect –
    - (i) when the notice is received by the Chairperson; or
    - (ii) if a later time is stated in the notice, at the later time
  - (c) becomes ineligible to act as a Board member under section 39 of the Act;
  - (d) is permanently incapacitated by mental or physical ill-health;
  - (e) is absent from more than-
    - (i) three (3) consecutive Board meetings; or
    - (ii) three (3) Board meetings in the same financial year without tendering an apology to the person presiding at each of those Board meetings;

of which meetings the member received notice, and the Board has resolved to declare the position vacant;

- (f) ceases to be a member of the Association; or
- (g) is the subject of a resolution passed by a general meeting of members under Rule 15A terminating his or her appointment as a Board member.

15.11 A person who ceases to be a Board member under sub-rule 15.10 (or their representative, in the case of death or permanent disability), or who otherwise ceases to be a Board member, is required to return all documents and records pertaining to the management of the affairs of CONNECTGROUPS that are in that person's possession, or to provide copies if the relevant documents or records are held in electronic form.

## **15A REMOVAL OF A BOARD MEMBER**

15A.1 At a general meeting, the Association may by resolution —  
(a) remove a Board member from office; and  
(b) elect a member who is eligible under rule 15.5 to fill the vacant position.

15A.2 A Board member who is the subject of a proposed resolution under subrule 15A.1 may make written representations (of a reasonable length) to the Secretary or Chairperson and may ask that the representations be provided to the members.

15A.3 The Secretary or Chairperson may give a copy of the representations to each member or, if they are not so given, the Board member who is the subject of the resolution may require them to be read out at the general meeting at which the resolution is to be considered.

## **15B PAYMENTS TO BOARD MEMBERS**

15B.1 Payment is to be made to a Board member out of the funds of ConnectGroups only if the payment is authorised by resolution of the Association.

15B.2 Sub-rule 15A.1 does not apply to payment to a Board member for out-of-pocket expenses for travel and accommodation in connection with the Board member's functions.

## **16. OPERATION OF THE BOARD OF MANAGEMENT**

16.1 A minimum of ten (10) Board meetings will be held per annum, and notice of Board meetings will be forwarded at least seven (7) days prior to the meeting to all Board and Support Members.

- 16.2 A special meeting of the Board may, on reasonable notice to all Board members, be convened by the Chairperson or any two (2) Board members.
- 16.3 The Chairperson is to preside at all meetings of the board at which she or he is present, or in which he or she is participating under clause 16.6.
- 16.4 If both the Chairperson and the Vice Chairperson are not present or participating, the members present or participating are to appoint a member to preside.
- 16.5 The proceedings of the Board shall be invalid in the event of there being less than a quorum and all decisions required on matters brought before the Board at that meeting must be deferred until a quorum can be achieved.
- 16.6 A communication between a majority of the Board members by telephone, audio-visual or other electronic means is a valid meeting of the Board if:
- (a) each participating member is capable of communicating with every other participating member instantaneously at all times during the proceedings; and
  - (b) all members were advised that the communication would be taking place and were given the opportunity to participate.
- 16.7 A written resolution signed by a majority of Board members or assented to by a majority of Board members by letter, facsimile or other written electronic communication is as effectual as if it had been passed at a meeting of the Board.
- 16.8 A member or other person who is not a Board member or the Chief Executive Officer may attend a Board meeting if invited to do so by the Board. A person invited under this sub-rule to attend a Board meeting —
- (a) has no right to any agenda, minutes or other document circulated at the meeting; and
  - (b) must not comment about any matter discussed at the meeting unless invited by the Board to do so; and
  - (c) cannot vote on any matter that is to be decided at the meeting.

## **16A MINUTES OF BOARD MEETINGS**

- 16A.1 The Board must ensure that minutes are taken and kept of each Board meeting.
- 16A.2 The minutes must record the following —
- (a) the names of the Board members present at the meeting;
  - (b) the name of any person attending the meeting under rule 16.8;

- (c) the business considered at the meeting;
- (d) any motion on which a vote is taken at the meeting and the result of the vote; and
- (e) the nature and extent of any material personal interest (as defined in section 42 of the Act) disclosed by Board members that is relevant to a matter considered at the meeting.

16A.3 The minutes of a Board meeting must be entered in the Association's minute book within 30 business days after the meeting is held.

16A.4 The Chairperson must ensure that the minutes of a Board meeting are reviewed and signed as correct by —

- (a) the Chairperson of the meeting; or
- (b) the Chairperson of the next Board meeting.

## **16B SUBCOMMITTEES AND SUBSIDIARY OFFICES**

16B.1 To help the Board in the conduct of CONNECTGROUPS' business, the Board may, in writing, do any or all of the following -

- (a) appoint one or more subcommittees focused on specified portfolios of issues;
- (b) create a paid subsidiary office of Chief Executive Officer, determine duties and remuneration, and appoint a person to that office;
- (c) create one or more paid and/or volunteer subsidiary offices and appoint people to those offices.

16B.2 A subcommittee may consist of the number of people, whether or not board members, that the Board considers appropriate.

16B.3 A person may be appointed to a subsidiary office whether or not the person is a member.

16B.4 Subject to any directions given by the Board —

- (a) a subcommittee may meet and conduct business as it considers appropriate; and
- (b) the holder of a subsidiary office may carry out the functions given to the holder as the holder considers appropriate.



## **16C DELEGATION TO SUBCOMMITTEES AND HOLDERS OF SUBSIDIARY OFFICES**

- 16C.1 In this rule, a *non-delegable duty* means a duty imposed on the Board of Management by the Act or another written law.
- 16C.2 The Board may, in writing, delegate to a subcommittee or the holder of a subsidiary office the exercise of any power or the performance of any duty of the Board other than —
- (a) the power to delegate; and
  - (b) a non-delegable duty.
- 16C.3 A power or duty, the exercise or performance of which has been delegated to a subcommittee or the holder of a subsidiary office under this rule, may be exercised or performed by the subcommittee or person only in accordance with the terms of the delegation.
- 16C.4 The delegation may be made subject to any conditions, qualifications, limitations or exceptions that the committee specifies in the document by which the delegation is made.
- 16C.5 The delegation does not prevent the Board from exercising or performing at any time the power or duty delegated.
- 16C.6 Any act or thing done by a subcommittee, or by the holder of a subsidiary office, under the delegation has the same force and effect as if it had been done by the Board.
- 16C.8 The Board may, in writing, amend or revoke the delegation.

## **17. ELECTION OF BOARD OF MANAGEMENT**

- 17.1 Board members shall be elected at the Annual General Meeting of the Association for a two-year term. Fifty (50) per cent of the Board positions shall be eligible for election each year.
- 17.2 At least 42 days before the Annual General Meeting each year the Secretary must send written notice to all members —
- (a) calling for nominations for election to the Board for the retiring and any vacant positions; and
  - (b) stating the date by which nominations must be received by the Secretary to comply with sub-rule 17.3.4.
- 17.3 Nominations for Board positions.

- 17.3.1 Only current individual members or representatives of Affiliate and Associate members of the Association can be elected.
- 17.3.2 A person may not nominate for election if they are ineligible to be appointed and to act as a Board member under the provisions of section 39 of the Act.
- 17.3.3 Retiring members may nominate for re-election and no limit applies to the number of times that a Board member may be nominated for re-election or serve as an Executive Committee member.
- 17.3.4 Nominations for vacant positions on the Board must be:
- (a) made in writing on a form approved by the Board;
  - (b) be seconded by another voting member;
  - (c) contain a declaration that the person is not ineligible under section 39 of the Act to be appointed or to act as a Board member; and
  - (c) be delivered to the Secretary at least 21 days prior to the AGM.
- 17.3.5 If fewer nominations are received than there are vacancies on the Board, nominations may be received at the AGM.
- 17.3.6 If only one member has nominated for each vacant position, the Chairperson of the meeting must declare the member elected to the position.
- 17.3.7 If more than one member has nominated for a position, the voting members at the meeting must vote in accordance with procedures that have been determined by the Board to decide who is to be elected to the position.
- 17.3.8 If any Board positions are not filled at the AGM the Board shall endeavour to fill the positions as soon as possible by recruiting eligible persons with suitable experience and skills to contribute effectively to the strategic management of the Association.
- 17.3.9 Persons recruited under sub-clause 17.3.5 must become Individual Members of ConnectGroups on taking up a position on the Board of ConnectGroups.
- 17.4 Persons nominating for a Board member position must have an understanding of the principles and philosophy of self-help and demonstrate their willingness to further the aims and Objects of CONNECTGROUPS.
- 17.5 Subject to Rules 15.5 and 17.3, any person or representative of any eligible member group may nominate/be nominated for a position.
- 17.6 At the first Board meeting following the Annual General Meeting, the Board members shall, subject to Clauses 15.5 and 15.6, elect the Executive

Committee comprising the Chairperson, Vice Chairperson, Secretary and Treasurer.

17.7 Within seven (7) days of the election of the Executive Committee, the Secretary shall inform all CONNECTGROUP members of the names of the office bearers comprising the Executive Committee.

## **17A FILLING CASUAL VACANCIES**

17A.1 The Board may appoint a person who is eligible under rule 15.5 to fill a position on the Board that —

- (a) has become vacant under sub-rule 15.10; or
- (b) was not filled by election at the most recent annual general meeting.

17A.2 A person appointed under sub-rule 17A.1 is appointed for the remainder of the term of that position as though the person had been elected at the most recent Annual General Meeting at which the position was due to be filled.

17A.3 Subject to the requirement for a quorum under rule 13, the Board may continue to act despite any vacancy in its membership.

17A.4 If there are fewer Board members than required for a quorum under rule 13, the Board may act only for the purpose of —

- (a) appointing Board members under this rule; or
- (b) convening a general meeting.

## **18. DUTIES OF OFFICE BEARERS**

18.1 The Chairperson:

- (a) Ensures, with other members of the Board, that the legal responsibilities of CONNECTGROUPS are met, including compliance with the Associations Incorporation Act 1987(WA) and any other applicable national or Western Australian laws.
- (b) Ensures that regular Board meetings are held and that all Board members are advised of the meetings.
- (c) Manages and facilitates the meetings of the Association including:
  - prioritise agenda items,
  - set time limits,
  - lead the meeting through the agenda,
  - note motions and amendments (with the Secretary) and put these to the meeting for voting on,
  - sign the minutes of the previous meetings after they have been confirmed as an accurate record of the meeting, and
  - ensure meetings are run in accordance with the Rules.

- (d) Is a member of sub-committees or other task groups if required.
- (e) Ensures that the Board regularly reviews and agrees on the strategic direction of CONNECTGROUPS, and on the approach to manage strategic risk.
- (f) Acts as spokesperson for the Association.
- (g) Performs other duties as imposed by this Constitution or applicable laws.

18.2 The Vice Chairperson shall perform the duties of the Chairperson in his/her absence. Should the Vice Chairperson be unable to preside, a Chairperson shall be elected from those present for that particular occasion.

18.3 The Secretary:

- (a) Ensures that meetings are called in accordance with the Rules.
- (b) Ensures that accurate minutes are taken of Board meetings and any other meetings of the Association, that the minutes are filed copied and distributed to the Board.
- (c) Ensures that a list of correspondence received and sent is available at each monthly Board meeting and that correspondence requiring action by the Board is brought to the Board's attention, responded to, filed and is up-to-date and available for any member to examine.
- (d) Ensures that applications for membership to the Association are submitted to the Board for consideration.
- (e) Ensures that an up-to-date record of the Rules of the Association and a Register of Members are kept and maintained and are available for inspection on request by a member of the Association.
- (f) Ensures that a manual detailing all policies of the Association is maintained.
- (g) Maintains a register of all office holders according to the requirements of the Act and ensures that it is available to members on request.
- (h) Ensures the safe custody of the books of the Association, other than the financial records, financial statements and financial reports, as applicable to the Association.

18.4 The Treasurer:

- (a) Ensures the safekeeping of all books and documents of a financial nature, including securities.
- (b) Ensures that proper financial records are kept that –

- (i) correctly record and explain the association's transactions and financial position and performance, and
- (ii) enable true and fair financial statements to be prepared in accordance with Part 5 Division 3 of the Act. (c) Ensures that the financial requirements of funding bodies and regulatory authorities are met.
- (d) Ensures that appropriate reports are produced and presented to the Board and/or members at Board and General Meetings.
- (e) Within 6 months of the end of each financial year, prepares a financial report for that financial year that
  - (i) includes the financial statements for the year and explanatory notes,
  - (ii) gives a true and fair view of the financial position and performance of the association, and
  - (iii) complies with the accounting standards.
- (f) Ensures that the financial report of the Association for the preceding year is audited and that the audited financial report and auditor's report are endorsed by the Board, presented to members at the AGM, and given to the Commissioner as soon as possible after the audited report is received, and given to other government departments/statutory bodies in accordance with relevant accountability requirements.
- (g) Ensures that an annual budget is prepared prior to the beginning of each financial year.
- (h) Ensures, as with other members of the Board, that the legal and prudential obligations of the Association are met.
- (i) Ensures that the Association maintains adequate current insurance to protect its real and intangible property, including such indemnity insurance as the Board considers prudent.
- (j) Advises the Board on the management of Association funds, including, as required, the appropriate amount of operating reserve funds to be maintained.
- (k) Ensures that the financial records of the Association are retained for at least 7 years after the transactions covered by the records are completed.

18.5 Other Board members may be allocated special duties as the Board directs.

## **19. EXECUTING DOCUMENTS AND COMMON SEAL**

19.1 CONNECTGROUPS may execute a document without using a common seal if the document is signed by —

- (a) two Board members; or
- (b) one Board member and a person authorised by the Board.

- 19.2 CONNECTGROUPS shall have a Common Seal on which the name of the Association must appear in legible characters.
- 19.3 A document may only be sealed with the common seal by the authority of the Board and in the presence of —
- (a) two Board members; or
  - (b) one Board member and a person authorised by the Board,
- and each of them is to sign the document to attest that the document was sealed in their presence.
- 19.4 The Secretary or an authorised delegate must make a written record of each use of the common seal.
- 19.5 The common seal must be kept in the custody of the Secretary or a secure location authorised by the Board.
- 19.6 A record must be maintained of the names and addresses of all persons authorised to use the common seal.

## **20. INDEMNITY**

- 20.1 The members of the Board of Management and Sub-Committees shall be indemnified from the funds of CONNECTGROUPS against all reasonable and justifiable charges, costs, losses, taxes, damages and expenses which they incur or sustain in or about the execution of their respective offices or duties except as may be occasioned by or through their own negligence or illegal action.
- 20.2 No individual Board member shall be answerable for the acts of other Board and Sub-Committee members.

## **21. AUDITING**

- 21.1 A suitably qualified Auditor shall be appointed by members at the Annual General Meeting.
- 21.2 Auditing of the books of account shall be conducted annually just prior to the Annual General Meeting.
- 21.3 The financial year of the Association begins on 1 July and ends on 30 June of the following year.

## **22. AMENDMENTS TO THE CONSTITUTION**

- 22.1 The Constitution may only be amended or added to by a Special Resolution at an Annual General Meeting or a Special Meeting called for that purpose. A

majority of 75% of the financial members present who are eligible to vote shall be required to pass a Special Resolution for an amendment or addition.

- 22.2 A notice of the Special Resolution with prescribed fee together with amendments and a certificate, signed by a member of the Board, in the approved form that the resolution was duly passed as a Special Resolution, shall be lodged with the relevant government department within one month of the passing of the special resolution to amend the rules.
- 22.3 The Deputy Commissioner for Taxation will be advised of any amendments to the Constitution.
- 22.4 The Board shall cause the Constitution to be reviewed in full not less than every five years.
- 22.5 In the event of a full review of the Constitution resulting in significant and extensive amendments, then the Board may, at its discretion, recommend to members at an Annual General Meeting or a Special General Meeting that the Constitution be accepted as a whole, or that specific amendments be considered together.
- 22.6 Should the Board exercise its discretion as provided for in clause 22.5, then any member of the Association present may request that a specific amendment or addition be dealt with and voted on separately, and such request must not unreasonably be denied.

## **23. INTERPRETATION OF CONSTITUTION**

Subject only to the final authority of an Annual or Special General Meeting, the Board shall decide upon all questions of interpretation associated with the Constitution of CONNECTGROUPS.

## **24. FINANCIAL VIABILITY**

If the Board has reasonable grounds to expect that CONNECTGROUPS is unable to pay all of its debts as and when they become due and payable, it must:

- (a) act immediately to cease incurring further debt;
- (b) immediately seek professional accounting advice and comply with that advice;
- (c) subject to the advice referred to in clause 24(b),
  - (i) advise all relevant funding bodies and regulatory authorities, and
  - (ii) call a Special General Meeting within 21 days for the purpose of voting on a motion to dissolve the Association.

## **25. DISSOLUTION**

CONNECTGROUPS may only be dissolved by a Special Resolution at a Special General Meeting called for that purpose. A majority of seventy- five percent (75%) of the financial voting members present who are eligible to vote shall be required to pass a Special Resolution for dissolution of CONNECTGROUPS.

## **26. DISTRIBUTION OF SURPLUS PROPERTY ON DISSOLUTION**

26.1 Surplus property remaining after satisfaction of:

- (a) the debts and liabilities of CONNECTGROUPS; and
- (b) the costs, charges and expenses of winding up or cancelling the incorporation of CONNECTGROUPS, but does not include books relating to the management of CONNECTGROUPS must not be paid to or distributed among the members, or former members.26.2 On the cancellation of the incorporation or the winding up of CONNECTGROUPS, its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act. This shall be determined by resolution of the members.

26.3 This provision overrides any other clause in this constitution including to the extent of any inconsistency:

26.3.1 If the organisation is wound up or its endorsement as a deductible gift recipient is revoked (whichever occurs first), any surplus of the following assets shall be transferred to another organisation to which income tax deductible gifts can be made:

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

## **27. DISPUTES AND MEDIATION**

27.1 The grievance procedure set out in this rule applies to disputes under this Constitution between-

- (a) a member and another member; or
- (b) a member and CONNECTGROUPS; or



- (c) if CONNECTGROUPS provides services to non-members, those non-members who receive services from CONNECTGROUPS, and CONNECTGROUPS.

27.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

27.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

27.4 The mediator must be-

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement-
  - (i) in the case of a dispute between a member and another member, a person appointed by the Board of CONNECTGROUPS;
  - (ii) in the case of a dispute between a member or relevant non-member and CONNECTGROUPS, a person who is a mediator appointed to, or employed with, a not for profit organisation.

27.5 A member of CONNECTGROUPS can be a mediator.

27.6 The mediator cannot be a member who is a party to the dispute.

27.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

27.8 The mediator, in conducting the mediation, must-

- (a) give the parties to the mediation process every opportunity to be heard;
- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

27.9 The mediator must not determine the dispute.

27.10 The mediation must be confidential and without prejudice.

27.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.