

CONSTITUTION

OF

WINNUNGA NIMMITYJAH
ABORIGINAL HEALTH SERVICE (ACT)
INC.

1. NAME

The name of the Institution shall be WINNUNGA NIMMITYJAH ABORIGINAL HEALTH SERVICE (ACT) Inc.

2. LEGAL ENTITY

This Organisation is an Incorporated Organisation under the *Associations Incorporation Act 1991* (ACT).

3. DEFINITIONS

In this Constitution:

“Aboriginal” means a person who is Aboriginal or of Aboriginal descent and who claims to be an Aboriginal and who is accepted as such by the community within which he or she is associated.

“Board of Directors” means the whole or any number of Directors comprising a quorum held in any manner (including by electronic means, by resolutions signed by the Directors or any other means permitted by law) authorised by this Constitution.

“By-Laws” means those rules or by-laws published from time to time by the Board of Directors.

“CEO” means Chief Executive Officer.

“Director” means a person duly elected to the Board of Directors under section 9 of this Constitution.

“Friend” means a person as described under section 13 of this Constitution.

“Holistic Health Care” means health care that goes directly to improving the physical, social, emotional and cultural well being of the individual Aboriginal person and the community of Aboriginal persons in which the individual lives and associates.

“General Meeting” means a general meeting of members and includes a special, extraordinary or annual general meeting.

“Member” means a person whose name appears on the register of members.

“Patron” means a person described in section 14 of this Constitution.

“Public Benevolent Institution” means a Public Benevolent Institution as defined by the Australian Taxation Office.

“Public Statement” and “Statement” means statements, whether verbal, written, in electronic form or any other form whatsoever that could or would be seen, heard or by any other means communicated to a person not a member of Winnunga Nimmityjah Aboriginal Health Service ACT (Inc)

“Non-Profit Organisation” means a Non-Profit organisation as defined by the Australian Taxation Office.

“Organisation” and “Institution” are interchangeable terms and mean Winnunga Nimmityjah Aboriginal Health Service ACT (Inc)

“Register” means the register of Members to be kept pursuant to the *Associations Incorporation Act 1991* (ACT)

“Special Meeting of Members” means a meeting of members other than the Annual General Meeting.

“Special Resolution” means a special resolution as defined by the *Associations Incorporations Act* and will require a $\frac{3}{4}$ majority vote to pass.

“Strategic Direction” means and is restricted to, matters pertaining to the priorities of the services provided by the Organisation but excludes, without limitation, operational policies and decisions.

“Torres Strait Islander” means a person who is Torres Strait Islander or of Torres Strait Islander descent and who claims to be a Torres Strait Islander and is accepted as such by the community within which he or she is associated.

The words ‘Aboriginal’ and ‘Torres Strait Islander’ are interchangeable and where the word ‘Aboriginal’ is used it means both Aboriginal and Torres Strait Islander.

4. INTERPRETATION

This Constitution shall be interpreted using the ordinary meaning conveyed by the text. Where any ambiguity exists in the interpretation of any meaning in this Constitution, this Constitution shall be interpreted according to the *Associations Incorporation Act 1991* (ACT)

5. VISION

To continue to provide comprehensive primary health care (holistic health) in a culturally safe setting that is effective and efficient for the ACT and region’s Aboriginal community.

6. OBJECTIVES OF THE INSTITUTION

The objectives for which the Winnunga Nimmityjah Aboriginal Health Service is established are:

- a) To establish a Public Benevolent Institution which will be a Non-Profit Institution organised for the direct relief of poverty, sickness, suffering, distress, misfortune, disability or helplessness among the Aboriginal Community which it serves.
- b) To provide consistent, and effective services to Aboriginal communities in the region, including communities on the New South Wales side of the border, where such a service may be required.
- c) To work with other community organisations and where desirable to form partnerships with other organisations with the aim of promoting better health for Aboriginal people.
- d) To advocate the needs of Aboriginal and Torres Strait Islander peoples to appropriate organisations, including government organisations.

- e) To undertake holistic health care services.
- f) To deliver health care services in ways that support the living preferences of people.
- g) To support self-reliance in health care through the provision of appropriate support to Aboriginal people.
- h) To provide services to Aboriginal and Torres Strait Islander peoples that alleviate the social determinants of poor health without limiting the scope of the services provided.
- i) To provide affordable and sustainable housing and accommodation services to Aboriginal and Torres Strait Islander peoples.
- j) To provide employment services to Aboriginal and Torres Strait Islander peoples.
- k) To auspice services and organisations that provide services to Aboriginal and Torres Strait Islander peoples of the ACT and surrounding areas.
- l) To promote, strengthen and maintain the social and cultural integrity of Aboriginal communities by ensuring that all programs operate in culturally appropriate and supportive ways.

7. MEMBERSHIP

- a) A person is a member if their name is entered on the register of members.
- b) To be admitted as a member a person must be at least 18 years of age and must be Aboriginal or Torres Strait Islander.
- c) Subject to b) the Board of Directors may admit to membership any person who agrees to support the objects of Winnunga Nimmityjah Aboriginal Health Service.
- d) An application for membership:
 - i) Must be made in writing;
 - ii) must be accompanied by an *Application for Membership* form which is duly signed by two (2) current members of the Organisation who agree to nominate the applicant;
 - iii) must include an *Application for Membership* form signed by the applicant; and
 - iv) must be addressed to the Board of Directors.
- f) A person who applies for membership undertakes to abide by all the provisions of this Constitution.
- g) A person who applies for membership agrees to act in a manner consistent with the achievement of the aims and objectives of Winnunga Nimmityjah Aboriginal Health Service.
- h) A person who applies for membership agrees not to make public statements on behalf of the organisation unless prior to making such statements the Board of Directors has approved the making of such statements.
- i) A person who applies for membership agrees to pay any subscription fee as determined from time to time by the Board of Directors and as published from time to time in the By- laws of the Organisation.
- j) In addition to b) a person may be denied membership on the following grounds:
 - i) There is a conflict of interest between the Institution and the applicant.
 - ii) There is a perceived conflict of interest between the Institution and the applicant.
 - iii) The applicant does not have the capacity to enter in to a contractual agreement.
 - iv) Acceptance of the applicant as a member would or could be detrimental to the Institution or the objects of the Institution.

- k) A person who is denied membership may make an application for review of the decision at the next general meeting of members. An application for a review of the decision must:
 - i) Be made in writing
 - ii) Be addressed to the Board of Directors,
 - iii) Must be received by the Board of Directors within 21 days of the applicant receiving notice that membership has been denied
- l) Upon receipt of a request for review of a decision to deny membership the Board of Directors must:
 - i) Within 21 days acknowledge receipt of the request in writing addressed to the applicant.
 - ii) Place the item on the agenda of the next general meeting.
 - iii) Inform the applicant of the date of the next general meeting of members at least 21 days prior to the date of the general meeting.
 - iv) Inform the applicant, at least 7 days prior to the date of the general meeting of the time they may be present to put their case to the general meeting.
- m) Where the next general meeting is less than 21 days from the date of receipt of the application for review, the Board is not bound by the time limits provided for in l).
- n) The general meeting of members may accept the applicant as a member on a majority vote. Failure to achieve a majority vote will be confirmation of the decision of the Board of Directors.
- o) A person who has been denied membership will not be eligible to apply for membership for a period of two (2) years.

8. TERMINATION OF MEMBERSHIP

- a) Termination of membership may be affected by:
 - i) The member providing in writing addressed to the Board of Directors notice of their termination of membership
 - ii) The Board of Directors issuing a notice of termination of membership.
- b) The Board of Directors may issue a notice of termination of membership on the following grounds:
 - i) The member subscription fee has been in arrears for a period exceeding 12 calendar months.
 - ii) That the Board of Directors has determined by a 2/3 majority that a member has breached any of the provisions of this Constitution applying to members.
- c) The Board of Directors may not issue a Notice of Termination of membership prior to providing the member with an opportunity to be heard on the matter. This must be done by:
 - i) Giving notice to the member asking the member to show cause why their membership should not be terminated. The notice must:
 - i. Be in writing;
 - ii. Be addressed to the member at the address that appears on the Register.
 - iii. Must provide adequate explanation for the reason for issuing the show cause notice.
 - iv. Must provide the member with 21 days to submit a written reply or provide the member with an opportunity to attend the next Board of Directors meeting to discuss the matter, not later than 60 days from the date of issuance of the 'Notice to Show Cause'.
 - v. Where the Chairperson receives notice from a member of their intention to respond in person, the Chairperson must give notice in

- ii) Upon receipt of a 'Notice to Show Cause' why membership should not be terminated a member who wishes to respond must:
 - i. Notify the Board, in writing within 14 days of the receipt of the notice of the intention to respond in person or.
 - ii. Must notify the Board, in writing within 14 days of the receipt of the notice of the intention to respond in writing. The response in writing must be received by the Chairperson of the Board of Directors no later than 42 days from the date of receipt of the 'Notice to Show Cause'.
- d) Following the hearing of the member, the Board must, within 14 days:
 - i) Issue a notice of termination of membership to the member, or
 - ii) Issue a notice in writing affirming the membership of the member, or
 - iii) Issue a notice to the member providing for an opportunity to rectify any outstanding issue.
- e) A person who has had their membership terminated may make an application for review of the decision at the next general meeting of members. An application for a review of the decision must:
 - i) Be made in writing,
 - ii) be addressed to the Board of Directors, and
 - iii) must be received by the Board of Directors within 21 days of the applicant receiving notice that membership has been terminated.
- f) Upon receipt of a request for review of a decision to terminate membership the Board of Directors must:
 - i) Within 21 days acknowledge receipt of the request in writing addressed to the applicant.
 - ii) Place the application for review on the agenda of the next general meeting or special meeting of members.
 - iii) Inform the applicant of the date of the next general meeting of members at least 21 days prior to the date of the general meeting.
 - iv) Inform the applicant, at least 7 days prior to the date of the general meeting of the time they may be present to put their case to the general meeting.
- g) Where the next general meeting is less than 21 days from the date of receipt of the application for review, the Board is not bound by the time limits provided for in f).
- h) The general meeting of members may rescind the termination on a majority vote. Failure to achieve a majority vote will be confirmation of the decision of the Board of Directors.
- i) A person whose membership has been terminated will not be eligible to re-apply for membership for a period of two (2) years.

9. THE BOARD OF DIRECTORS

- a) The governing body of Winnunga Nimmityjah Aboriginal Health Service shall be the Board of Directors.
- b) Every Director will be Aboriginal or Torres Strait Islander.
- c) The Board of Directors shall consist of six (6) members made up of four (4) Executive members and two (2) ordinary members.
- d) The executive of the Organisation shall consist of a Chairperson, Deputy Chairperson, Secretary and Treasurer.
- e) The executive is elected by the Board of Directors for a term determined by the Board of Directors which is not to exceed three (3) years. A person may be re-

elected to the executive following a general meeting and may be re-elected to the same position as previously held.

- f) A resolution put to the Board of Directors is carried if a 2/3 majority of the Board of Directors vote in favour of the resolution. Unless a special resolution as defined by the *Associations Incorporations Act* or unless otherwise stated, a majority vote means a 2/3 majority.
- g) Where a resolution is proposed and one vote is required for the resolution to carry, the Chairperson of the Board may exercise a right to a casting vote. This vote shall be in addition to their vote as a Director of the Board.
- h) The election of the Board of Directors shall occur at the General meeting.
- i) A Director duly elected shall hold office for three years, or until such time as new elections which may be held at a special meeting of members.
- j) A current employee of Winnunga Nimmityjah Aboriginal Health Service is excluded from being a Director, or from being nominated as a Director.
- k) A member who has, within the immediately preceding two year period, been an employee of Winnunga Nimmityjah Aboriginal Health Service or any of its associated bodies corporate, affiliates or companies, or an association, company, organisation, body corporate or entity under the auspice of Winnunga Nimmityjah Aboriginal Health Service shall not be eligible for election or nomination as a Director.
- l) If the number of Directors falls below the requirement under this Constitution, the Board of Directors may appoint, by a majority of 2/3, an additional Director to the Board. A Director so appointed will remain a Director until the next general meeting or until such time as new elections, which may be held at a special meeting of members.
- m) The minimum number of Directors required under this Constitution is four (4).
- n) Where a Director is appointed pursuant to l) and prior to the next general meeting, is unable to continue in the role of Director, the Board may appoint a new Director by a majority of 2/3. A Director so appointed will remain a Director until the next general meeting or until such time as new elections which may be held at a special meeting of members.
- o) No Director shall have the power to appoint a proxy Director.

10. POWERS AND DUTIES OF DIRECTORS

The Powers are determined by consideration of the objectives of Winnunga Nimmityjah Aboriginal Health Service and will be exercised at all times only for the purpose of furthering the objectives of the Organisation.

- a) The Board of Directors shall have all the powers granted to Winnunga Nimmityjah Aboriginal Health Service under this Constitution except any powers this Constitution requires be exercised in a general meeting.
- b) The Board of Directors shall have the power to determine the policies of Winnunga Nimmityjah Aboriginal Health Service and to carry out any functions deemed necessary for the proper conduct of the business of the Organisation.

In addition to the above, the Board of Directors has the power to:

- c) Publish from time to time such by-laws as it deems expedient to regulate the affairs of the Organisation.
- d) Appoint, employ and dismiss people.
- e) Appoint an Auditor.
- f) Appoint or otherwise employ a CEO.
- g) Determine wages, salaries and gratuities of appointees and employees.

- h) Print and publish newsletters, periodicals, books, leaflets or other documents.
- i) Receive or make gifts, subscriptions or donations to any fund, authority or institution.
- j) Establish and support, or aid in the establishment or support of, any other Aboriginal Service formed for any of the objects, consistent with any of the objectives of Winnunga Nimmityjah Aboriginal Health Service.
- k) Establish, maintain and manage any building and the expenditure of money and the doing of any other things necessary or advisable to achieve the aims of the Institution.
- l) Purchase, take on lease or in exchange and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient.
- m) Buy, sell and supply of and dealing in, goods of any kind.
- n) Arrange for the construction maintenance and alteration of buildings or works necessary or convenient.
- o) Accept any gift whether subject to special trust or not.
- p) Take any measures from time to time as the Board may deem expedient or appropriate for the purpose of procuring contributions to the funds of the Organisation, whether by way of donations, subscriptions, grants or otherwise.
- q) Borrow or raise money in such manner and on such terms as the Board may think fit.
- r) Secure the repayment of money raised or borrowed or the payment of a debt or liability of the Organisation by giving mortgages, charges or securities upon or over all or any of the real or personal property of the Organisation.
- s) Invest in authorised trustee investments of any monies of the Organisation not immediately required for any of its objects or purposes.
- t) Establish and support, or aid in the establishment and support, of services, institutions, funds, trusts, schemes and conveniences calculated to benefit employees or past employees of the Organisation and their dependants, and the granting of pensions, allowances or other benefits to employees or past employees of the Organisation and their dependants, and the making of payments towards insurance or superannuation in relation to any of those purposes.
- u) Do any other lawful act as may be necessary, incidental or conducive to the achievement of the objectives of the Organisation.

In addition to the above the Board of Directors has the following powers and duties.

- i) Except in the case of the permanently appointed CEO, the Board of Directors shall approve any public statements made on behalf of Winnunga Nimmityjah Aboriginal Health Service by any member, employee or appointee, prior to that person making such statement.
- ii) The Board shall keep a registry of members.
- iii) The Board shall appoint a Public Officer. The Public Officer must be a resident of the Australian Capital Territory.
- iv) Where a Board member is required to sign a contract or deed or any other document on behalf of the Organisation, the signature of two (2) Board members, at least one of whom must be an executive member, will be required.
- v) The Board of Directors shall meet regularly at times and places determined by it. The Chairperson may call a special meeting at any time, and shall do so if requested by any three (3) members of the Board of Directors.
- vi) For the purpose of passing a resolution, a quorum is required and shall consist of four (4) Directors, of whom at least two (2) shall be members of the Executive.
- vii) A resolution in writing signed by all of the members of the Board of Directors shall be as valid and effectual as if passed at a meeting of the Board of Directors duly

- convened and held. The resolution is deemed carried at the date on which the last Board member signs and if a 2/3 majority of Directors vote in favour of the resolution. Any such resolution may consist of several documents in like form each signed by one or more members of the Board of Directors.
- viii) Whenever the Chairperson is unavailable the Deputy Chairperson will assume the role of Chairperson and shall exercise any or all of his or her duties.
 - ix) In the absence of both the Chairperson and the Deputy Chairperson the Board of Directors may appoint by a 2/3 majority any one of the members of the Board to be Acting Chairperson or Acting Deputy Chairperson.
 - x) The Board of Directors may appoint sub-committees consisting of at least one (1) Board member to deal with any matters the Board of Directors may see fit to refer to them.
 - xi) The Board shall do or cause to be done any duty, obligation or any other act that is required to fulfil the obligations of the Organisation under the *Associations Incorporation Act 1991 (ACT)*
 - xii) Conflict of Interest
 - a) A Director must declare any conflict of interest on any matter arising in relation to the Organisation as soon as the conflict of interest is known to the Director.
 - b) A Director must declare any interest that the Director reasonably believes may result in a conflict of interest at some later point.
 - c) For clarity, a conflict of interest has the same definition in this Constitution as that provided in the *Corporations Act 2001 (Cth)* (or any subsequent Commonwealth Corporations Law) and shall be interpreted consistent with legal interpretations applied to the *Corporations Act 2001 (Cth)*
 - d) Once a conflict has been declared the Director shall not be permitted to vote on any resolution in respect to the matter the subject of the conflict. In addition, the remaining Directors may determine by a majority that the Director be excluded from any discussion in respect to the matter the subject of the conflict.
 - e) Any conflict that is declared shall be registered on the 'Conflict of Interest Register'.

11. REMOVAL OR RESIGNATION OF A DIRECTOR

- a) A member of the Board of Directors may resign at any time by notice in writing addressed to the Board of Directors.
- b) A Director may be removed as Director by a resolution carried by 2/3 of the remaining Directors if:
 - i) A Director fails to attend three (3) consecutive Board of Director meetings
 - ii) A Director fails to attend five (5) Board of Director meetings in any calendar year.
 - iii) A conflict of interest arises between the Director and Winnunga Nimmityjah Aboriginal Health Service.
 - iv) A Director fails to fulfil their duties and obligations under this Constitution or the *Associations Incorporation Act 1991 (ACT)*.
 - v) On reasonable grounds there is a perceived conflict of interest between the Director and Winnunga Nimmityjah Aboriginal Health Service.
- c) A conflict of interest will not be grounds for removal of a Director if:
 - i) The Director has declared the conflict; *and*
 - ii) The conflict is of a nature such that the Director can remove themselves from any discussion or voting on the issue in which the conflict arises.
- d) The procedure for the removal of a Director pursuant to b) is:

- i) The Board of Directors must resolve by a 2/3 majority to issue a 'Notice to Show Cause' why the Director should not be removed as Director
- ii) The Director will have twenty one (21) days from the date of receipt of the 'Notice to Show Cause' to respond in writing to the Chairperson stating any reason why the Director should not be removed as Director.
- iii) If the Director requests to address the Board personally the request must be made within twenty one (21) days of receipt of the notice and is in addition to the requirement in ii)
- iv) The Chairperson must convene a meeting of Directors within 30 days of the receipt of the request at which the Director in question may address the Board.
- e) Upon a hearing of the matter or a consideration of any written reply a Director may be removed as Director by a resolution carried by 2/3 of the Board.
- f) A Director may be removed as Director by resolution carried by a general meeting of members.

CHIEF EXECUTIVE OFFICER

The Board of Directors may delegate to the Chief Executive Officer the authority to conduct the day to day business and management operations of the Organisation. The powers that may be exercised by the Chief Executive Officer include, but are not limited to the authority to:

- a) Appoint, employ and dismiss people.
- b) Determine appropriate policies and procedures as necessary or deemed necessary or desirable for the efficient, lawful and safe management of any employees.
- c) Determine wages, salaries and gratuities of appointees and employees.
- d) Print and publish newsletters, periodicals, books, leaflets or other documents.
- e) Establish, maintain and manage any building and the expenditure of money and the doing of any other things necessary or advisable to achieve the aims of the institution.
- f) Purchase, take on lease or in exchange and the hiring or otherwise acquiring of any real or personal property that may be deemed necessary or convenient.
- g) Buy, sell and supply of and dealing in, goods of any kind.
- h) Arrange for the construction maintenance and alteration of buildings or works necessary or convenient.
- i) Accept any gift whether subject to special trust or not.
- j) Take any measures from time to time as the Board may deem expedient or appropriate for the purpose of procuring contributions to the funds of the Organisation, whether by way of donations, subscriptions, grants or otherwise.
- k) Borrow or raise money in such manner and on such terms as the Board may think fit.
- l) Maintain the registry of members.
- m) Make any public statement on behalf of the Organisation.
- n) Do any other lawful act as may be necessary, incidental or conducive to the achievement of the objectives of the Organisation.

No power or authority which is delegated under this provision shall relieve the Board or the Organisation of any of its responsibilities under the *Associations Incorporation Act 1991 (ACT)* or any other applicable laws or regulations.

13. FRIENDS OF THE ORGANISATION

A friend of the Organisation is a person who has been accepted by the Board of Directors as a person who may attend the meetings of members. A friend has no voting

rights. A friend may be asked at any time, by a resolution of the majority of the Board or a resolution at a general meeting to not attend a meeting of members, to not attend a particular portion of a meeting of members or refrain from participating in any other of the activities of members.

A friend of the Organisation is liable to pay the same subscription fee as ordinary members.

14. PATRONS OF THE ORGANISATION

One or more patrons may be appointed by the Board of Directors. Such appointment must be by unanimous vote.

A patron of the Organisation is a person who, having accepted an invitation from the Board of Directors, may act in a representative capacity on behalf of the Organisation at public functions. A patron may make public statements on behalf of the Organisation at functions that have been pre-approved by the Board for the patron to attend.

The term of patronage will be determined by the Board of Directors. A term of patronage may be terminated without notice, by the Board of Directors.

The role of a patron is to increase the public profile of the Organisation in such a way as to promote the objectives and good standing of the Organisation.

A patron is prevented from acting in any way that may impede the objectives of the Organisation.

15. MEMBERS RIGHTS AND RESPONSIBILITIES

- a) It is the responsibility of members to ensure that Directors have all resources necessary to fulfil their duties and obligations under this Constitution, the *Associations Incorporation Act 1991 (ACT)* and any other applicable laws and regulations.
- b) It is the responsibility of members to notify the Organisation, in writing, of a change of address for the purpose of keeping the members register accurate.
- c) An eligible member is entitled to vote on any resolution at a members meeting.
- d) A member may appoint a proxy to vote on resolutions proposed at meetings of members. The proxy must be a member of the Organisation and must be entitled to vote in their own right as a member.
- e) A member may hold only one proxy at any time. This means that a member may vote on their own behalf and may, upon being duly authorised, exercise the vote of one other member and only one other member, if appointed as proxy by that member.
- f) A proxy appointment form must be made available to members upon request.
- g) To be valid a proxy form must:
 - i) State the member's name
 - ii) State the name of the proxy
 - iii) State the date of the meeting at which the proxy is to act
 - iv) State any restriction on the proxy. For example, if the proxy is to vote on only a particular resolution to be proposed at the meeting.
 - v) The form must be signed by the member appointing the proxy.
- h) A proxy appointment will be valid for only one meeting of members.

- i) A proxy form must be submitted to the CEO of the organisation at least seven (7) days prior to a meeting of members. Upon authentication of current membership, the proxy form will be made available to the member exercising the proxy immediately prior to the meeting at which the proxy is to be exercised.
- j) All members may have a copy of this Constitution upon request. A fee may be charged, determined by the Board of Directors, but not to exceed the fee specified by the *Associations Incorporations Act*.
- k) A member, whose membership subscription fee is in arrears, whether or not they have received a notice of termination of membership, will not be eligible to vote on any resolution at any meeting of members.
- l) A member who is not financial (up to date with the payment of the subscription) thirty (30) days prior to a meeting of members will not be eligible to vote on any resolution proposed.
- m) A member who is not financial (up to date with the payment of the subscription) thirty (30) days prior to a meeting of members will not be eligible to propose a resolution at the meeting of members.
- n) A member may raise any matter with the Board of Directors that the member sees fit to raise. The procedure for raising a matter with the Board of Directors is:
 - i) The matter must be stated in writing, addressed to the Board of Directors, clearly describing the matter.
 - ii) The letter must be signed by the member.

Where the Board receives correspondence from a member in the form described in m), the Chairperson must:

- i) Place the item on the agenda of the next Board meeting.
 - ii) The matter must be discussed by the Board at the next Board meeting, but no later than sixty (60) days from the date of receipt of the letter.
 - iii) The Chairperson, or another Director by delegation of the Chairperson, must inform the member in writing of the outcome of the discussion of the matter within seven (7) days of the meeting at which the matter was discussed.
 - iv) Following receipt of notification of the outcome of any discussion and if the member chooses to, they may make a request, in writing, to address the Board in person.
 - v) Within fourteen (14) days of receipt of such a request the Chairperson will notify the member of the date and time that the member may attend a Board meeting to discuss the matter. The date of the meeting must be no more than sixty days (60) from the date of receipt of the request.
- o) A member, prior to a General Meeting or a Special Meeting of Members at which there is to be election of a Director or Directors, may nominate a member for the position of Director. The procedure for such nomination is:
 - i) The person being nominated must have been a continuous member of the Organisation for at least twelve (12) months.
 - ii) The nomination must be in writing, signed by two (2) nominees and the person nominating and must be addressed to the Board of Directors and be received by the Board of Directors at least fourteen (14) days prior to the date of the meeting of members.
 - iii) Persons nominating must be financial members of the Organisation.
 - iv) The nominated member must understand the provisions of this Constitution and the provisions of the *Associations Incorporation Act 1991 (ACT)* and must declare anything whatsoever that will or may prevent them from acting

as a Director. This declaration must be made at least five (5) days prior to the date of the meeting of members.

- v) Failure to declare any relevant issue will be grounds for the Board of Directors, by a majority vote, to remove the nominated person's name from the list of eligible nominees.

16. REGISTER OF MEMBERS

The register of members will be available for inspection as follows:

- i) The register will be available at the registered office of the organisation.
- ii) The person requesting to inspect the register must be a member.
- iii) The person requesting to inspect the register must be financial at the time of the request (up to date with the payment of their subscription).
- iv) The inspection must be by prior arrangement with the CEO of the Organisation or their delegate in order that the inspection may be supervised at a time convenient to both parties.

17. ANNUAL GENERAL MEETINGS

- a) The Board of Directors will call a general meeting of members, to be known as the Annual General Meeting every year. The meeting is to be held within five months of 30 June each year.
- b) Members are to be notified by the Board of Directors of the Annual General Meeting in the following way:
 - i) By placing an advertisement in the Canberra Times on Wednesday at least twenty one (21) days prior to the date of the meeting;
 - ii) by placing an advertisement in the Canberra Times on Saturday at least eighteen (18) days prior to the date of the meeting;
 - iii) by placing a notice on the Organisation's web site at least twenty one (21) days prior to the date of the meeting to remain in place until the date of the meeting.
- c) The quorum required to propose a resolution at a meeting of members shall be twenty (20) or fifty percent (50%) of the membership, whichever is the lessor.
- d) A resolution, other than a special resolution, is deemed carried if more than half (50% plus one) of the eligible voting members vote in favour of the resolution.
- e) The Organisation's auditor is entitled to be heard at a members meeting on any part of the business of the meeting that concerns the auditor in their capacity as auditor.
- f) The Chairperson of the Board of Directors shall Chair meetings of members.
- g) Any ten (10) members or three (3) Directors may call for a poll of members and proxies at any time there is a resolution to be voted on at a meeting of members. The register of members will be conclusive in determining membership and eligibility to vote.
- h) A resolution carried at the Annual General Meeting or at a Special Meeting of Members may over-rule any decision made by the Board of Directors on any matter in respect to strategic direction.
- i) The Annual General Meeting shall elect the Board of Directors for a term of three (3) years. The election of Directors is held every three (3) years, or in the case of removal or resignation of a Director, at the next General Meeting or Special Meeting of Members to elect a Director.

18. SPECIAL MEETINGS OF MEMBERS

- a) The Board of Directors may by a majority vote call a special meeting of members.

- b) A member may request a special meeting be convened of members. The request:
 - i) Must be made in writing;
 - ii) Must be addressed to the Board of Directors;
 - iii) Must be signed by twenty (20) members, or fifty percent (50%) of the membership, whichever is the lessor; and
 - iv) Must state clearly any resolution to be proposed at the Special Meeting.
- c) Upon receipt of such a request, or a resolution of the Board of Directors to call a meeting of members, the Chairperson must call a Special Meeting of Members within 21 days of receipt of the request or resolution. The meeting must be held within three (3) months of the receipt of the request.
- d) Members are to be notified by the Board of Directors of the Special Meeting of members in the following way:
 - i) By placing an advertisement in the Canberra Times on Wednesday at least twenty one (21) days prior to the date of the meeting;
 - ii) By placing an advertisement in the Canberra Times on Saturday at least eighteen (18) days prior to the date of the meeting;
 - iii) By placing a notice on the Organisation's web site at least twenty one (21) days prior to the date of the meeting to remain in place until the date of the meeting.
- e) All provisions applying to an Annual General Meetings will apply to Special Meetings of Members.
- f) A member who requests a Special Meeting of members shall be liable for all costs associated with the Special Meeting.
- g) The costs will be those as reasonably determined by the Board of Directors.
- h) The issuing of an invoice by the Board of Directors to the member for the costs of a Special Meeting shall be final as a determination of costs.

19. INCOME AND PROPERTY

- a) Winnunga Nimmityjah Aboriginal Health Service is a non-political Institution and is established as a Public Benevolent Institution.
- b) The income and property of Winnunga Nimmityjah Aboriginal Health Service, however derived, is to be applied solely towards the promotion of the objectives of the Institution and no portion shall be paid or transferred, directly or indirectly, by dividend or bonus, to any member of the Institution.
- c) This does not prevent the payment, in good faith, to any person or organisation on the basis that the payment is:
 - i) remuneration in return for services actually provided to the Organisation;
 - ii) consideration for goods supplied to the Organisation in the ordinary course of business;
 - iii) interest at current bank overdraft rate on money lent;
 - iv) a reasonable and proper sum by way of rent for premises let to the Organisation by the worker or member; or
 - v) reimbursement of monies for expenses incurred on behalf of the Organisation.

20. FINANCIAL MANAGEMENT

- a) It is the responsibility of the Treasurer to keep or cause to be kept true and accurate accounts of the sums of money received and expended.
- b) The Board of Directors may direct the Treasurer to do all that is required to be done in respect to the management of funds to fulfil the obligations of the Organisation under the *Associations Incorporation Act 1991* (ACT) and any other applicable law. This

provision does not relieve the Board of Directors or the Organisation of any duties under law.

- c) The Treasurer shall forward all records of accounts and all other necessary documentation to the auditor, to be received at least twenty one (21) days prior to the Annual General Meeting.
- d) The auditor will have access to all records of accounts and any other necessary documentation of the Organisation at any time the auditor determines but at least twenty one (21) days prior to the end of the financial year.
- e) It is the responsibility of the Treasurer to have available and present to the Board of Directors a monthly statement of accounts providing particulars of income and expenditure.
- f) It is the responsibility of the Board of Directors to inspect the above statements and records at each Board meeting and to accept or otherwise by resolution the statement of accounts.
- g) It is the responsibility of the Board of Directors to present an end of year financial statement to the Annual General Meeting. The end of year financial statement shall contain all the information required under the *Associations Incorporation Act 1991* (ACT) and any other information required pursuant to any applicable law.
- h) The financial year is the year beginning 1 July and ending 30 June.

21. DISBURSEMENT OF FUNDS

Disbursement of funds may be undertaken in any way consistent with the policies of the Organisation as approved by the Board of Directors. Funds disbursement may include electronic fund transfers, writing cheques, payment of cash and any other lawful means of disbursement of funds.

No one person in the Organisation may disburse funds. All funds must be disbursed by at least two people.

Funds may be disbursed by:

- i) at least two (2) Board Members, or
- ii) one (1) Board Member and the Chief Executive Officer, or
- iii) the Chief Executive Officer and the Finance Officer; or
- iv) the Finance Officer and one (1) Board member.

Nothing in this provision shall prevent the use of petty cash from time to time once funds have been disbursed for that purpose and all other provisions of this Constitution have been complied with.

22. COMMON SEAL

- a) The Common Seal of the Organisation shall be in the form of a rubber stamp inscribed with: “Winnunga Nimmityjah Aboriginal Health Service” encircling the word “Seal”.
- b) The Common Seal is to be affixed in the presence of:
 - i) at least two (2) Board Members, or
 - ii) one (1) Board Member and the Chief Executive Officer, or
 - iii) the Chief Executive Officer and the Finance Officer.

The attestation of any of the above shall be sufficient for all purposes that authority of the Board of Directors affixed the Seal.

- c) The Seal shall remain in the custody of a Person nominated by the Board for that purpose.

23. AMENDMENT OF THIS CONSTITUTION

This Constitution may be amended at an Annual General Meeting or a Special Meeting of Members. The following criteria apply:

- a) Any proposed change must be notified to members by:
 - i) placing an advertisement in the Canberra Times on Wednesday at least twenty one (21) days prior to the date of the meeting stating that a Special Resolution to alter the Constitution is to be proposed;
 - ii) placing an advertisement in the Canberra Times on Saturday at least eighteen (18) days prior to the date of the meeting stating that a Special Resolution to alter the Constitution is to be proposed;
 - iii) placing a notice on the Organisation's web site at least twenty one (21) days prior to the date of the meeting stating that a Special Resolution to alter the Constitution is to be proposed;
 - iv) placing the proposed amended Constitution or the amendment to be proposed on the website at least twenty one (21) days prior to the date of the meeting to remain on the website until the date of the meeting.
- b) A quorum of twenty (20) eligible voting members is required to be present at the meeting
- c) A 3/4 majority is required to carry any amendment

24. INCONSISTENT RESOLUTION, RULE OR BY-LAW

Any powers conferred under this Constitution must be exercised in such a way as to be consistent with the *Associations Incorporation Act 1991* (ACT) and any other applicable laws. Where a resolution, rule or by-law is inconsistent with this Constitution or any applicable law, the resolution, rule or by-law will be invalid to the extent of the inconsistency.

25. WINDING UP

If upon winding up or dissolution of the Organisation there remains, after the satisfaction of all its debts and liabilities, any property whatsoever, the remainder will not be paid to or distributed among the members of the Organisation.

The remaining property may be given or transferred to a society, institution or organisation covered by the provisions of Item 81(1) (c) of the First Schedule to the Sales Tax (Exemptions and Classifications) Act. Alternatively, the remainder donated to some other institution or institutions having objects similar to the objects of Winnunga Nimmityjah Aboriginal Health Service and which is a fund, authority or institution referred to in Items in Subdivision 30-B of the *Income Tax Assessment Act 1997*, such institution or institutions to be determined by the members of the Organisation at or before the time of dissolution or in default thereof by the Supreme Court of the Australian Capital Territory.