

CONSTITUTION
OF
THE COELIAC SOCIETY OF WESTERN AUSTRALIA INC

1. PRELIMINARIES

- a. The name of the Organisation shall be "The Coeliac Society of Western Australia Inc".
- b. The registered address of the Society shall be 931 Albany Highway, East Victoria Park, WA 6101, or at such place or places as may from time to time be determined by the Board.
- c. The Society shall be non political and non sectarian.

2. DEFINITIONS

"Act" means the *Associations Incorporations Act 1987* and any amendments to that Act.

"Rule" means a rule made by the Board in accordance with Rule 20.

"Board" means Board of Management of the Society as defined in Rule 11.

"Financial Year" means the year ending 30 June or any other date determined by the Board.

"General Meeting" means a meeting of members of the Society in accordance with Rule 19.

"Member" means any person accepted as a member of the Society under Rule 4.

"Office" means the registered office of the Society.

"Rules" shall mean these rules and all supplementary amendments of substituted rules for the time being in force.

"Society" means The Coeliac Society of Western Australia Inc.

"Voting Rights" means the right to vote in accordance with Rule 6d and Rule 19g(iv).

3. OBJECTS

The objects of the Society shall be:

- a. To promote a general awareness and an understanding of the problems and needs of people with coeliac disease, dermatitis herpetiformis and others who under medical advice require a gluten free diet.
- b. Whether by way of publicity or otherwise, to increase public and professional interest, awareness, sympathy and support for sufferers of coeliac disease, with a view to receiving aid and support for the Society.
- c. To cooperate with State and Federal Departments or any other instrumentality concerned with or interested in coeliac disease.

- d. To encourage, arrange for, promote, establish and support special dispensary facilities, clinics and institutions for the care, treatment and convalescence of children and other persons suffering from coeliac disease.
- e. For the purpose of effecting and furthering the objects of the Society, to raise money by all lawful means, to solicit, to receive and enlist financial aid or other aid from individuals, trusts, companies, corporations, associations, societies, institutions, and other organisations or authorities, and from governments, departments of State and public bodies, to conduct fund raising campaigns, to initiate and encourage by financial support or otherwise the research and study of the problems and treatment of coeliac disease.
- f. To encourage research, undertaken in line with Health Department regulations and with the consent of the Advisory Panel and the Board of the day, into coeliac disease and associated conditions.
- g. To cooperate and/or affiliate with any Society, Association or other Charitable Organisation having objects not contrary to those of this Society, and to act as the parent Organisation for Committees established throughout the State of Western Australia.
- h. The property and income of the Society will be applied solely towards the promotion of the objects or purposes of the Society and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Society, except in good faith in the promotion of those objects or purposes.

4. CLASSES OF MEMBERS

- a. The members of this Society shall consist of ordinary members, honorary members, associate members, family members and life members.
- b. The number of ordinary members, honorary members, associate members and family members shall be unlimited.
- c. An ordinary member shall be any person who has been medically diagnosed with coeliac disease or dermatitis herpetiformis or any person who has been medically advised to adopt a gluten free diet.
- d. Honorary members shall be medical personnel, home economists, manufacturers or any person having a related interest to the objects of the Society. The Board may appoint honorary members from time to time as the Board may deem appropriate. Honorary members may attend General Meetings, but may not vote.
- e. Associate members shall be medical personnel, home economists, manufacturers or any person having a related interest to the objects of the Society who is financial.
- f. Family members shall be the partner, parents and/or children of an ordinary member. Each family membership shall only be entitled to one (1) vote at any General Meeting of the Society.
- g. Life members shall be appointed on recommendation of the Board of Management at an Annual General Meeting. This title can be awarded to members who have rendered long and outstanding service to the Society. At any one time there shall be no more than ten (10) life members.

5. PATRON AND VICE PATRON

The Society may appoint any person a Patron or Vice Patron of the Society to hold office for such period as the Society may from time to time resolve. A Patron or Vice Patron of the Society shall have all the privileges of registered or financial (whichever applies) members of the Society.

6. ANNUAL SUBSCRIPTIONS AND ENTRANCE FEES

- a. The Annual Subscription and Entrance Fees for each financial year shall be as deemed by the Board and shall be paid in advance of the date of the Annual General Meeting.
- b. Payment or tender of the annual Subscription shall be made to the office of the Society personally , through the post or by electronic means.
- c. A financial member at any material time is a member who is not then indebted to the organisation in respect of the annual subscription or levy or other payment whatsoever.
- d. Only those members who are registered or financial (whichever applies) shall be entitled, subject, to the lawful procedure of the meeting, to speak or vote upon any motion at any Annual or Special General Meeting of the Society.
- e. A member who is in arrears with his Annual Subscription for three (3) calendar months shall be deemed to have forfeited his membership, but the Board at its discretion may reinstate a member on payment of the due amount.

7. ADMISSION AND REJECTION OF ORDINARY MEMBERS

- a. All applications for membership shall be considered by the Board. The application for membership shall be in such form and shall contain such particulars as the Board may from time to time reasonably prescribe and shall be accompanied by an entrance fee as declared by the Board. Applicants for ordinary membership must also provide a certificate from a medical practitioner certifying that the applicant has coeliac disease, dermatitis herpetiformis or a medical requirement to follow a gluten free diet.
- b. Where applications for membership meet the requirements of Clause 7(a) and any other requirements specified by the Board, the salaried officers of the Society may provide to the applicant the services available to members of the Society prior to the Board considering the application.
- c. Upon rejection by the Board of an application for membership, the Secretary shall within thirty (30) days give the applicant notice in writing of such rejection.
- d. A person whose application is rejected shall have refunded to him by the Treasurer the amount of the Annual Subscription paid less the cost of any resources provided to the person by the salaried officers of the Society.

8. RESIGNATION OF MEMBERSHIP

A member may resign from the Society at any time by notice in writing to the Secretary.

9. TERMINATION OF MEMBERSHIP

If a member fails to comply with any of the provisions of the Constitution, the Board shall consider whether the membership of the member shall be terminated. The member concerned shall be given a full and fair opportunity of presenting the member's case and if the Board resolves to terminate the membership it shall instruct the Secretary to advise the member accordingly. The member may within one month after receiving such written notification, appeal to a Special General Meeting of members.

Notice in writing shall be given to the Secretary of the member's intention to appeal.

The Board shall convene a Special General Meeting so that such Special General Meeting is held within three months of the date of receipt by the Secretary of a notice of intention to appeal, at a time suitable to a majority of the members to attend thereat.

At such meeting the appellant shall be given the opportunity to fully present the appellant's case either orally or in writing or partly by either of those means and the Board or those members thereof who intend to terminate the member's membership shall subsequently likewise have the opportunity of presenting its or their case.

The appeal shall be determined by vote of a majority of the financial members present at the meeting.

When a person whose membership the Board intends to terminate, does not appeal against the decision within the time provided by this Constitution, or so appeals but the appeal is unsuccessful, the membership of that person shall be deemed to be terminated.

10. REGISTER OF MEMBERS

- a. The Board shall cause a register to be kept in which shall be entered the names and addresses of all persons admitted to membership of the Society and the dates of admission, and, upon the written request of a member of the Society, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- b. Particulars shall also be entered of resignations, terminations and reinstatement of membership and any further particulars as the Board or the members at any Annual or General Meeting may require from time to time.
- c. In accordance with the *Privacy Amendment (Private Sector) Act 2000*, a member may apply to the Secretary for access to his or her records held by the Society and has the right to have the information corrected if it is inaccurate, incomplete or out of date.

11. MANAGEMENT

The general control and management of the administration of the Society shall be by a "Board of Management" consisting of a President, Vice President, Secretary, Treasurer and such ordinary members of the Board, members not being less than four or greater

than six, as the members of the Society at any Annual General Meeting may from time to time appoint.

12. ELECTION OF BOARD MEMBERS

- a. Nominations of candidates for election as members of the Board of Management:
 - (i) shall be made in writing, signed by two members of the Society and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
 - (ii) shall be delivered to the Secretary not less than seven days before the date fixed for the Annual General Meeting at which the election is to take place.
- b. If insufficient nominations are received, any vacant positions remaining on the Board shall be deemed to be casual vacancies.
- c. If the number of nominations received exceeds the number of vacancies to be filled, a ballot shall be held.
- d. The ballot for the election of ordinary members of the Board shall be conducted at the Annual General Meeting in such usual and proper manner as the Board may direct.
- e. No person shall be nominated at one time for more than one office.
- f. Each Board Member shall upon election, and subject to Rule 12g, hold office for a term of two years.
- g. Not less than half of the Board (to be determined in due course by unanimous agreement of the Board or by drawing lots) shall hold office for a term of one year only after the Annual General Meeting at which this rule is implemented. *[Note: The purpose of this Rule is to allow for continuity by ensuring that the terms of office of only half the Board will expire at the time of each Annual General Meeting.]*

13. SALARIED OFFICER(S)

- a. The Board may appoint salaried officer(s) of the Society on such terms and conditions as the Board may deem appropriate.
- b. If so appointed, the salaried officer(s) shall carry out such duties and exercise all such rights and powers as the Board may entrust to or confer.

14. RESIGNATION FROM BOARD

At the Annual General Meeting of the Society, all members of the Board whose term of office has expired shall retire from office, but shall be eligible for re-election. Any member of the Board may resign at any time from membership of the Board by notice in writing delivered to the Secretary, but such resignation shall only take effect at the time when the Secretary receives such notice unless some later date is specified in the notice when it shall take effect on that later date.

15. REMOVAL FROM BOARD

A Board member may be removed from office at a General Meeting of the Society convened for that purpose. At such General Meeting the member shall be given the opportunity to fully present his or her case either orally or in writing or partly by either of those means. The question of removal shall be determined by the vote of the majority of the registered or financial members present at such a General Meeting.

16. VACANCIES ON BOARD

The Board shall have the power to appoint a registered or financial Society member who may or may not be then a member of the Board, to fill any casual vacancy on the Board, until the next Annual General Meeting. Every member so appointed shall retire at the next Annual General Meeting but shall be eligible for election as a member of the Board at such a meeting.

17. FUNCTIONS OF THE BOARD

- a. Except as otherwise provided by this Constitution and subject to resolutions of the members of the Organisation carried at any Annual or General Meeting, the Board shall have the general control and management of the administration of the affairs, property and funds of the organisation and:
- b. Shall have authority to interpret the meaning of this Constitution and any matter relating to the organisation on which the Constitution is silent.

c. PRESIDENT AND VICE PRESIDENT

The President shall chair meetings. In the absence of the President from a meeting the Vice President shall chair. In the absence of both the President and the Vice President a member may be elected by the other members to be chairperson of that meeting.

d. TREASURER

The Treasurer shall:

- (i) Ensure that all monies due to the Association are collected and received and that all payments authorised by the Board are made,
- (ii) Ensure that accounting records correctly record and explain the financial transactions and financial position of the Society. The accounting records shall be kept in such manner as will enable true and fair accounts of the Society to be prepared from time to time and to be conveniently and properly audited, and
- (iii) Ensure the safekeeping of all records, books, documents and securities of the Society.

e. SECRETARY

The Secretary shall:

- (i) Ensure that full and correct minutes of the proceedings of the Board and the Society are kept,

- (ii) coordinate the correspondence of the Society,
- (iii) Ensure the Society's registeris maintained.

18. MEETINGS OF THE BOARD

- a. The Board shall meet at least every two (2) months to exercise its functions.
- b. A special meeting of the Board shall be convened on the requisition in writing of not less than three members of the Board, which requisition shall clearly state the reasons why such special meeting is being convened and the nature of the business to be transacted thereat.
- c. At every meeting of the Board five members shall constitute a quorum.
- d. Subject as previously provided in this Rule, the Board may meet together and regulate its proceedings as it thinks fit, provided that questions at the meetings of the Board shall be decided by a majority of votes and in the case of equality of votes on any question or at any meeting of the Board the question shall be deemed to be decided in the negative, then the Chairperson shall be entitled to a second or casting vote.
- e. Not less than five days' notice shall be given to members of the Board of any Special Meeting of the Board.
- f. Members of the Board who have any direct or indirect pecuniary interest in a matter being considered by the Board must declare that interest and not take part in any deliberations or voting on that matter.

19. ANNUAL GENERAL MEETINGS AND GENERAL MEETINGS

- a. Subject to this Constitution, the Annual General Meeting shall be held within four months of the end of the financial year.
- b. The business to be transacted at every Annual General Meeting shall be:
 - (i) To confirm the minutes of the previous Annual General Meeting and of any Special General Meetings held subsequently.
 - (ii) The receiving of the Board's Report and the financial statements (including a Balance Sheet, an Income Statement and a Cash Flow Statement or reports as prepared under clause 22(h)) for the preceding financial year.
 - (iii) The receiving of the Auditor's Report upon the Books and Accounts of the preceding financial year.
 - (iv) The election of members of the Board.
 - (v) The appointment of an Auditor.
- c. At the Annual General Meeting, twenty members shall constitute a quorum.
- d. At a General Meeting, twenty members shall constitute a quorum.

- e. The Secretary shall:
- (i) when directed to do so by the Board, or
 - (ii) upon being given a requisition in writing signed by not less than three members of the Board or not less than five per cent of ordinary members and clearly stating the purpose for which the General Meeting is desired, or
 - (iii) upon being given notice in writing of appeal against the intention of the Board to terminate the membership of any person,
- convene a General Meeting of members.
- f. The Secretary shall convene all Annual and General Meetings of the Society by giving not less than fourteen days notice of such meetings.
- The manner by which such notice is given shall be determined by the Board.
- g. Unless otherwise provided by this Constitution, at every Annual and General Meeting:
- (i) The President shall chair the meeting and in the President's absence the Vice President or in the Vice President's absence a Chairperson shall be elected by resolution of a majority of the financial or registered members present at the meeting.
 - (ii) The Chairperson shall maintain order and conduct the meeting in a proper and orderly manner.
 - (iii) Every question, matter or resolution shall be decided by a majority of votes of the financial or registered members present.
 - (iv) Every financial or registered member present shall be entitled to one vote and in the case of equality of votes the President shall have a second or casting vote.
 - (v) Voting shall be by show of hands or a division of members unless not less than fifty per cent of members attending demand a ballot, in which event there shall be a secret ballot. The Chairperson shall appoint two members to conduct the secret ballot in such manner as the Chairperson shall determine and the result of the ballot as declared by the Chairperson shall be deemed to be the resolution of the meeting at which the ballot was demanded.
 - (vi) The Secretary shall cause full and accurate minutes of all questions, matters, resolutions, and other proceedings of every Board Meeting, Annual Meeting and General Meeting to be entered in a book provided for that purpose, such book to be open for inspection at all reasonable times by any financial or registered member who previously applies to the Secretary for that inspection.

20. RULES

The Board may from time to time make, amend or repeal rules not inconsistent with this Constitution for internal management of the Society and any rule may be set aside by a General Meeting of members.

21. ALTERATION OF CONSTITUTION

- a. This Constitution may be amended from time to time by a resolution carried by a majority of no less than three-fourths of the members entitled to vote at any Annual or General Meeting which was convened in accordance with the rules of the Society.
- b. The Society shall advise the Commissioner for Fair Trading, in writing, of any amendments, additions or deletions to the Constitution within 30 days of those changes being made.

22. FUNDS

- a. The funds of the Society shall be banked in the name of the Society in such bank as the Board may from time to time direct.
- b. All moneys shall be banked as soon as practicable after receipt of same.
- c. The Society shall maintain a separate Gift Fund.
- d. If the Gift Fund is wound up or if the endorsement of the Society as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.
- e. All amounts greater than ten dollars or such amount determined by the Board from time to time shall be paid by cheque signed by any two of the nominated signatories. Electronic payments shall be approved by the Board before being made.
- f. The Board shall determine the amount of petty cash that shall be kept on the premises.
- g. Accounts for payment shall be presented and passed at a Board meeting.
- h. As soon as practicable after the end of each financial year, the Treasurer shall cause to be prepared financial statements, as prescribed by the Australian Accounting Standards, for the financial year just ended.
- i. All such statements shall be examined by the Auditor who shall present a Report upon such audit to the President prior to the holding of the Annual General Meeting next following the financial year in respect of which such audit was made.

23. FINANCIAL YEAR

The financial year of the Society shall close on 30 June in each year.

24. COMMON SEAL

- a. The Common Seal of the Association shall be held in the custody of the Treasurer.
- b. The Common Seal of the Association shall not be used without the express authority of the Board and every use of that Common Seal shall be recorded in the Minute Book.
- c. The Common Seal of the Association shall not be affixed to any deed or other document except pursuant to a resolution of the Board. The affixing of the Common

Seal must be witnessed by any two of the President, Vice President, Secretary and Treasurer.

25. INSPECTION OF RECORDS

Upon reasonable notice to the Secretary, any financial member may inspect the Constitution, books and documents of the Society, excluding those of a confidential and personal nature which relate to staff and clients of the Society.

26. DISSOLUTION

a. The Society shall be dissolved:

- (i) if membership is less than three persons, or
- (ii) if a resolution to that effect is carried by a vote of a three-fourths majority of the financial or registered members present at a General Meeting convened to consider the question.

b. If, after the dissolution of the Society, there remains after satisfaction of the debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred to another association incorporated under the Act that has similar objects and to which income tax deductible gifts can be made as approved by the Commissioner of Taxation and which association shall be determined by resolution of the members when authorising and directing the Board under section 33(3) of the Act to prepare a distribution plan for the distribution of the surplus property of the Society.