



# **ALBANY HOSPICE INC.**

  

# **CONSTITUTION**

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# ALBANY HOSPICE INC. CONSTITUTION

1. The name of the incorporated association is ALBANY HOSPICE INC.

2. **DEFINITIONS**

2.1. In these Rules, unless the contrary intention appears:

"Hospice" means the premises from which the Association shall conduct the Hospice and the functions and objectives of the Association.

"Hospice" as a location for care, is defined as a home-like setting for individuals who have end-stage illnesses that require holistic care, including regular assessment of symptoms and changes in treatment and care plans, and who are unable or do not wish to remain at home to die.

"Associate member" means a member with the rights referred to in rule 5.5;

"Bank" means the bank, building society or other financial institution conducting business in Australia.

"Board" means the Board of Management of the Association.

"Board meeting" means a meeting of the Board;

"Director" means a member of the Board;

"Financial year" means the year 1st July to 30th June (for audit purposes).

"Financial statements" means the financial statements in relation to the Association required under Part 5 Division 3 of the Act;

"General Meeting" means a meeting which all members of the Association may attend.

"Member" means a member of the Association.

"Register of members" means the register of members referred to in section 53 of the Act;

"Secretary" means the Board member holding office as the Secretary of the Association or their Board approved delegate who is a Hospice employee;

"Special general meeting" means a general meeting of the Association other than the annual general meeting;

"Special resolution" means a resolution passed by the members at a general meeting in accordance with section 51 of the Act;

"Sub-committee" means a sub-committee appointed by the Board under rule 17.11

"The Act" means the Associations Incorporation Act .

"The Regulations" means Regulations under the Act.

"Treasurer" means the Board member holding office as the Treasurer of the Association.

"Association" means Albany Hospice Inc.

2.2. Words or expressions contained in these Rules shall be interpreted in accordance with the provisions of the Interpretation Act (1918) as amended.

2.3. **Mission Statement**

Our Mission is to provide warm and expert palliative care in a home-like environment to all in the Great Southern with serious, incurable illnesses. We will do this by supporting patients, their families and friends including assistance in the care of those needing palliative care who choose to remain at home.

2.4. **Philosophy:**

Values

Patients receive high quality care that is determined in partnership with them, their families and carers, hospice staff and General Practitioner.

Respect for dignity at all times for each patient and their family and carers. Openness, integrity, honesty and justice are undertaken in all aspects of the ACH operations.

3. **OBJECTS OF ASSOCIATION**

The objects for which the Association is formed are as follows:

- 3.1. To manage as a Private Hospital in accordance with legislative, regulatory and required standards;
- 3.2. To be a robust and sustainable community owned organisation delivering high quality care;
- 3.3. To identify key emerging issues and trends associated with end of life care and in partnership with other agencies provide an innovative service;
- 3.4. Inform the local community and stakeholders of the Hospice activity and ways to contribute through an effective strategy.

4. **POWERS**

The Board of Managements shall have the following powers:

- 4.1. To provide by purchase, lease and any other manner whatever premises for the operation of the Hospice, all necessary facilities therefor and staff to achieve the objects of the Association;
- 4.2. To invest and deal with the money of the Association not immediately required for any of its objects in such manner as may from time to time be thought fit;

- 4.3. To enter into any arrangement with any government or other authority whether local municipal or otherwise that may be conducive to the achievement of any of the objects of the Association and to apply for and obtain from that government or other authority any rights, privileges or concessions which the Association may think is desirable to obtain and to carry out exercise and comply with any arrangement rights privileges and concessions;
- 4.4. To appoint, employ, remove or suspend the manager, administrator or any other employee as may be necessary to uphold the objects of the Association.
- 4.5. Unless otherwise resolved by the Board, any two Directors shall sign, accept, endorse or otherwise execute a negotiable instrument. The Board may determine that a negotiable instrument, including a class of negotiable instrument, may be signed, drawn, accepted, endorsed or otherwise executed in a different way.
- 4.6. To construct, erect, maintain and alter any buildings, houses or works necessary or desirable for the objects of the Association and to furnish and equip the same in the manner necessary or convenient for achieving the objects.
- 4.7. To acquire by purchase, lease, exchange or otherwise, land, buildings and hereditaments of any tenure or description wherever situated and any estate or interest therein and all rights over or connected therewith.
- 4.8. To borrow or raise money in any manner the Association shall think fit and in particular by the issue of debentures (perpetual or otherwise) and to secure the repayment of any money borrowed, raised or owing or the payment of any other money by mortgage, charge or lien on the whole or any part of the Association's property or assets (whether present or future) and also by a similar mortgage, charge or lien to secure and guarantee the performance by the Association of any obligations or liability it may undertake and to purchase, redeem or pay off any securities.
- 4.9. To remunerate any person or company for services rendered or to be rendered in placing or assisting or to place or guaranteeing the placing of any debentures or other securities of the Association or in or about the organisation or promotion of the Association or the conduct of its Hospice.
- 4.10. To sell, improve, manage, let, dispose of or turn to account all or any part of the real or personal property of the Association.
- 4.11. To take or hold mortgages, liens and charges to secure payment of the purchase price or any unpaid balance of the purchase price of any part of the Association's property of whatsoever kind sold by the Association or any money due to the Association from purchasers or others.
- 4.12. To take any gifts of property whether subject to any special trust or not for any one or more of the objects of the Association.
- 4.13. To take steps by personal or written appeals, public meetings or otherwise as may from time to time be deemed expedient for the purpose of procuring contributions to the funds of the Association in the shape of donations, annual subscriptions or otherwise.
- 4.14. To acquire, establish, print and publish newspapers, periodicals, books, leaflets or other literary work that the Association may think desirable.

## **5. MEMBERSHIP OF THE ASSOCIATION**

- 5.1. Eligibility for membership

The following persons are eligible for membership of the Association

- (a) Persons who support the objects of the Association ;
- (b) Natural persons appointed or co-opted as members of the Board;
- (c) Any community organisation or association whether incorporated pursuant to the Act or otherwise who desire to apply for membership

An individual who has not reached the age of 15 years is not eligible to apply for a class of membership that confers full voting rights.

5.2. Application for membership

- (a) A person who wants to become a member must apply in writing to the Association.
- (b) The application must include a member's nomination of the applicant for membership.
- (c) The application must be signed by the applicant and the member nominating the applicant.
- (d) The applicant must specify in the application the class of membership, if there is more than one, to which the application relates.

5.3. Dealing with membership applications

- (a) The Board must consider each application for membership of the Association and decide whether to accept or reject the application.
- (b) Subject to sub-rule (c), the Board must consider applications in the order in which they are received by the Association.
- (c) The Board may delay its consideration of an application if the Board considers that any matter relating to the application needs to be clarified by the applicant or that the applicant needs to provide further information in support of the application.
- (d) The Board must not accept an application unless the applicant —
  - (i) is eligible under rule 5.1; and
  - (ii) has applied under rule 5.2
- (e) The Board may reject an application even if the applicant —
  - (i) is eligible under rule 5.1; and
  - (ii) has applied under rule 5.2.
- (f) If the Board rejects the application, the Board is required to give the applicant its reasons for doing so.
- (g) The Board must notify the applicant of the committee's decision to accept or reject the application as soon as practicable after making the decision.

5.4. Becoming a member

An applicant for membership of the Association becomes a member when —

- (a) the Board accepts the application; and
- (b) the applicant pays any membership fees payable to the Association under rule 5.9

5.5. Classes of membership

- (a) The Association consists of ordinary members and any associate members provided for under sub rule (b).
- (b) The Association may have any class of associate membership approved by resolution at a general meeting, including associate membership corporate membership, honorary membership and life membership.
- (c) An individual who has not reached the age of 15 years is only eligible to be an associate member.
- (d) A person can only be an ordinary member or belong to one class of associate membership.
- (e) An ordinary member has full voting rights and any other rights conferred on members by these rules or approved by resolution at a general meeting or determined by the committee.
- (f) An associate member has the rights referred to in sub rule (e) other than full voting rights.
- (g) The number of members of any class is not limited unless otherwise approved by resolution at a general meeting.

5.6. When membership ceases

- (a) A person ceases to be a member when any of the following takes place —
  - (i) for a member who is an individual, the individual dies;
  - (ii) for a member who is a body corporate, the body corporate is wound up;
  - (iii) the person resigns from the Association under rule 5.7;
  - (iv) the person is expelled from the Association under rule 7.1.1;
  - (v) the person ceases to be a member under rule 5.9(d).
- (b) The Secretary must keep a record, for at least one year after a person ceases to be a member, of —
  - (i) the date on which the person ceased to be a member; and
  - (ii) the reason why the person ceased to be a member.

5.7. Resignation

- (a) A member may resign from membership of the Association by giving written notice of the resignation to the Secretary.
- (b) The resignation takes effect —

- (i) when the Association receives the notice; or
  - (ii) if a later time is stated in the notice, at that later time.
- (c) A person who has resigned from membership of the Association remains liable for any fees that are owed to the Association (the owed amount) at the time of resignation.
  - (d) The owed amount may be recovered by the Association in a court of competent jurisdiction as a debt due to the Association.

5.8. A right, privilege or obligation of a person by reason of his/her/its membership of the Association:

- (a) Is not capable of being transferred or transmitted to another person; and
- (b) Terminates upon the cessation of his/her/its membership whether by death or resignation or otherwise

5.9. Membership fees

- (a) The Board must determine the entrance fee (if any) and the annual membership fee (if any) to be paid for membership of the Association.
- (b) The fees determined under subrule (a) may be different for different classes of membership.
- (c) A member must pay the annual membership fee to the Association, or a person authorised by the Board to accept payments, by the date (the due date) determined by the Board.
- (d) If a member has not paid the annual membership fee within the period of 3 months after the due date, the member ceases to be a member on the expiry of that period.
- (e) If a person who has ceased to be a member under sub rule (d) offers to pay the annual membership fee after the period referred to in that sub rule has expired —
  - (i) the Board may, at its discretion, accept that payment; and
  - (ii) if the payment is accepted, the person's membership is reinstated from the date the payment is accepted.

6. **REGISTER OF MEMBERS**

- (a) The Secretary, or their Hospice staff delegate as approved by the Board, shall keep and maintain an electronic register of members in which shall be entered the full name, postal and e-mail address, class of membership and date of entry of the name of each member. Any change in the membership of the Association is recorded in the Register of Members. The register shall be available for inspection by members.
- (b) A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- (c) If —
  - (i) 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

- (ii) 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 the Association.

## 7. Disciplinary Action, Disputes And Mediation

### 7.1. Disciplinary Action

In this section 7 -

“Member”, in relation to a member who is expelled from the Association, includes former member.

#### 7.1.1. Suspension or expulsion

- (a) The Board may decide to suspend a member’s membership or to expel a member from the Association if —
  - (i) the member contravenes any of these rules; or
  - (ii) the member acts detrimentally to the interests of the Association.
- (b) The Secretary must give the member written notice of the proposed suspension or expulsion at least 28 days before the Board meeting at which the proposal is to be considered by the Board.
- (c) The notice given to the member must state —
  - (i) when and where the Board meeting is to be held; and
  - (ii) the grounds on which the proposed suspension or expulsion is based; and
  - (iii) that the member, or the member’s representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion;
- (d) At the Board meeting, the Board must —
  - (i) give the member, or the member’s representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the proposed suspension or expulsion; and
  - (ii) give due consideration to any submissions so made; and
  - (iii) decide whether or not to suspend the member’s membership and, if the decision is to suspend the membership, the period of suspension; or whether or not to expel the member from the Association.
- (e) A decision of the Board to suspend the member’s membership or to expel the member from the Association takes immediate effect.
- (f) The Board must give the member written notice of the Board’s decision, and the reasons for the decision, within 7 days after the Board meeting at which the decision is made.

- (g) A member whose membership is suspended or who is expelled from the Association may, within 14 days after receiving notice of the Board's decision under subrule (f), give written notice to the Secretary requesting the appointment of a mediator under rule 7.3.1.
- (h) If notice is given under subrule (7), the member who gives the notice and the Board are the parties to the mediation.

#### 7.1.2. Consequences of suspension

- (a) During the period a member's membership is suspended, the member —
  - (i) loses any rights (including voting rights) arising as a result of membership; and
  - (ii) is not entitled to a refund, rebate, relief or credit for membership fees paid, or payable, to the Association.
- (b) When a member's membership is suspended, the Secretary must record in the register of members —
  - (i) that the member's membership is suspended; and
  - (ii) the date on which the suspension takes effect; and
  - (iii) the period of the suspension.
- (c) When the period of the suspension ends, the Secretary must record in the register of members that the member's membership is no longer suspended.

### 7.2. Resolving Disputes

Terms used in this subrule -

“grievance procedure” means the procedures set out in this Division;

“party to a dispute” includes a person –

- (a) who is a party to the dispute; and
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.

7.2.1. The procedure set out in this subrule (the grievance procedure) applies to disputes between members; or between one or more members and the Association.

#### 7.2.2. Parties to attempt to resolve dispute

The parties to a dispute must attempt to resolve the dispute between themselves within 14 days after the dispute has come to the attention of each party

#### 7.2.3. How grievance procedure is started

- (a) If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 7.2.2, any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —
  - (i) the parties to the dispute; and

- (ii) the matters that are the subject of the dispute.
- (b) Within 28 days after the Secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.
- (c) The Secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 days before the meeting is held.
- (d) The notice given to each party to the dispute must state —
  - (i) when and where the Board meeting is to be held; and
  - (ii) that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.
- (e) If —
  - (i) the dispute is between one or more members and the Association; and
  - (ii) any party to the dispute gives written notice to the Secretary stating that the party does not agree to the dispute being determined by the committee; and requests the appointment of a mediator under rule 7.1.1, the Board must not determine the dispute.

#### 7.2.4. Determination of dispute by committee

- (a) At the Board meeting at which a dispute is to be considered and determined, the Board must —
  - (i) give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and
  - (ii) give due consideration to any submissions so made; and
  - (iii) determine the dispute.
- (b) The Board must give each party to the dispute written notice of the committee's determination, and the reasons for the determination, within 7 days after the Board meeting at which the determination is made.
- (c) A party to the dispute may, within 14 days after receiving notice of the committee's determination under subrule (a)(iii), give written notice to the Secretary requesting the appointment of a mediator under rule 7.1.1.
- (d) If notice is given under subrule (3), each party to the dispute is a party to the mediation.

#### 7.3. Mediation

- (1) This subrule applies if written notice has been given to the Secretary requesting the appointment of a mediator —
  - (a) by a member under rule 7.1.1(g); or

(b) by a party to a dispute under rule 7.2.3(e)(ii) or 7.2.4(c).

(2) If this Division applies, a mediator must be chosen or appointed under rule 23.

#### 7.3.1. Appointment of mediator

(1) The mediator must be a person chosen —

(a) if the appointment of a mediator was requested by a member under rule 7.1.1(g) — by agreement between the Member and the committee; or

(b) if the appointment of a mediator was requested by a party to a dispute under rule 7.2.3(e)(ii) or 7.2.4(c). — by agreement between the parties to the dispute.

(2) If there is no agreement for the purposes of subrule (1)(a) or (b), then, subject to subrules (3) and (4), the Board must appoint the mediator.

(3) The person appointed as mediator by the Board must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre, if the appointment of a mediator was requested by —

(a) a member under rule 7.1.1(g); or

(b) a party to a dispute under rule 7.2.3(e)(ii); or

(c) a party to a dispute under rule 7.2.4(c) and the dispute is between one or more members and the Association.

(4) The person appointed as mediator by the Board may be a member or former member of the Association but must not —

(a) have a personal interest in the matter that is the subject of the mediation; or

(b) be biased in favour of or against any party to the mediation.

#### 7.3.2. Mediation process

(1) The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.

(2) Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 days before the mediation takes place.

(3) In conducting the mediation, the mediator must —

(a) give each party to the mediation every opportunity to be heard; and

(b) allow each party to the mediation to give due consideration to any written statement given by another party; and

(c) ensure that natural justice is given to the parties to the mediation throughout the mediation process.

(4) The mediator cannot determine the matter that is the subject of the mediation.

(5) The mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the

subject of the mediation.

- (6) The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

If mediation results in decision to suspend or expel being revoked

If —

- (a) mediation takes place because a member whose membership is suspended or who is expelled from the Association gives notice under rule 7.1.1(g); and
- (b) as the result of the mediation, the decision to suspend the member's membership or expel the member is revoked,

that revocation does not affect the validity of any decision made at a Board meeting or general meeting during the period of suspension or expulsion.

## 8. **ANNUAL GENERAL MEETING**

- 8.1. The Association shall not later than 30th November in each calendar year convene an annual general meeting of its members. There will be at minimum three weeks advanced notice advertised locally. The Annual General Meeting will be the minimum meeting requirement.
- 8.2. The annual general meeting shall be held on the day determined by the Board.
- 8.3. The annual general meeting shall be so specified in the convening notice.
- 8.4. The ordinary business of the annual general meeting shall be:
- (a) To confirm the minutes of the preceding annual general meeting;
- (b) to confirm or vary the membership fees and any other amounts (if any) to be paid by members;
- (c) To elect the new Board Board members for the vacancies which have become available on the Board;
- (d) To consider and pass (if appropriate to do so) the annual financial report, directors' report and auditor's report;
- (e) To appoint the Auditor.
- (f) Any other business of which notice has been given in accordance with these rules may be conducted at the annual general meeting
- 8.5. The annual general meeting may transact special business of which notice is given no later than one month prior to the scheduled date for the annual general meeting.

## 9. **GENERAL MEETING**

- 9.1. The Board may whenever it thinks fit convene a general meeting of the Association.
- 9.2. The Secretary, or their Hospice staff delegate as approved by the Board, at least fourteen (14) days before the date fixed for holding a general meeting of the Association shall notify each member of the Association at their postal or e-mail address appearing on the register of members, the place, date and time of the meeting and the nature of the business to be

transacted at the meeting.

**10. SPECIAL GENERAL MEETING**

- 10.1. The Board shall on the requisition in writing of members representing not less than twenty (20) per cent of the total number of members or the Chair convene a special general meeting of the Association.
- 10.2. The requisition for a special general meeting shall state the reasons for and objects of the meeting and shall be signed by the members making the requisition and be sent to the address of the Secretary and may consist of several documents in like form each signed by one or more of the members making the requisition.
- 10.3. The Secretary or nominee shall cause a special general meeting to be held within 28 days after the date on which the requisition is received by the Secretary.
- 10.4. No business other than that set out in the notice convening the meeting shall be transacted at the meeting.
11. Notice of general meetings

The Secretary must give to each member —

- (a) at least 21 days' notice of a general meeting if a special resolution is to be proposed at the meeting; or
- (b) at least 14 days' notice of a general meeting in any other case.

The notice must —

- (a) specify the date, time and place of the meeting; and
- (b) indicate the general nature of each item of business to be considered at the meeting; and
- (c) if the meeting is the annual general meeting, include the names of the members who have nominated for election to the Board under rule 16.9; and
- (d) if a special resolution is proposed —
  - (i) set out the wording of the proposed resolution as required by section 51(4) of the Act; and
  - (ii) state that the resolution is intended to be proposed as a special resolution; and
  - (iii) comply with rule 53(7).

**12. Use of technology to be present at general meetings**

- (a) The presence of a member at a general meeting need not be by attendance in person but may be by that member and each other member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- (b) A member who participates in a general meeting as allowed under subrule (a) is taken to be present at the meeting and, if the member votes at the meeting, the member is taken

to have voted in person.

**13. QUORUM**

- 13.1. No item of business shall be transacted at any meeting unless a quorum of members entitled under these rules to vote is present during the time when the meeting is considering that item.
- 13.2. Fifty-one (51) per cent of the members (being members entitled under these Rules to vote at a meeting) or Ten (10) members (whichever is the less) constitute a quorum for the transaction of the business of a meeting.
- 13.3. If within half an hour after the appointed time for the commencement of a meeting a quorum is not present the meeting shall be dissolved and shall stand adjourned to the same day in the next week at the same time and (unless another place is specified by the Chair at the time of the adjournment or by written notice to members given before the day to which the meeting is adjourned) at the same place and if at the adjourned meeting the quorum is not present within half an hour after the time appointed for the commencement of the meeting the members present (being not less than three (3) shall be a quorum.

**14. CHAIR**

- 14.1. The Chair shall preside as Chair at each general meeting of the Association.
- 14.2. If the Chair is absent from a general meeting the Deputy Chair shall assume the chair. In the absence of both the members present shall elect one of their number to preside as Chair at the Meeting.
- 14.3. The Chair of a general meeting at which a quorum is present may with the consent of the meeting adjourn the meeting from time to time and place to place
- 14.4. Where a meeting is adjourned for fourteen (14) days or more notice of the adjourned meeting shall be given as in the case of the general meeting.
- 14.5. Except as provided in sub-clauses 12.3 and 12.4 it is not necessary to give notice of an adjournment or of the business to be transacted at an adjourned meeting.

But no business shall be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.

**15. VOTING AT GENERAL MEETING OR AN ANNUAL GENERAL MEETING**

- 15.1. A question arising at a general meeting or an annual general meeting of the Association shall be determined on a show of hands and unless before or on the declaration of the show of hands a poll is demanded by a declaration by the Chair that a resolution has on a show of hands been carried or carried unanimously or carried by a particular majority or lost and an entry to that effect in the Minute Book of the Association is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- 15.2. Upon any question arising at a general meeting of the Association a member has one {1} vote only.
- 15.3. All votes shall be given personally or by proxy.
- 15.4. In the case of an equality of voting on a question the Chair of the meeting is entitled to

exercise a second or casting vote.

- 15.5. If at a meeting a poll on any question is demanded by not less than three {3} members it shall be taken at that meeting in the manner as directed by the Chair. The resolution of the poll shall be deemed to be a resolution of the meeting on that question.
- 15.6. A poll that is demanded on the election of a Chair or on a question of an adjournment shall be taken forthwith and a poll that is demanded on any other question shall be taken at any time before the close of the meeting as the Chair may direct.
- 15.7. A member is not entitled to vote at any general meeting unless all monies due and payable by him/her/it to the Association have been paid including the annual subscription payable in respect of the current financial year.
- 15.8. Each member shall be entitled to appoint another member as proxy by notice given to the Secretary before the commencement of the meeting in respect of which the proxy is appointed.
- 15.9. The notice appointing the proxy shall be in the form set out in Appendix 2.

**16. BOARD OF MANAGEMENT**

- 16.1. The affairs of the Association shall be managed by a Board of Management constituted as provided in Rule 16.3.
- 16.2. The Board:
- (a) Shall control and manage the Hospice and the business and affairs of the Association.
  - (b) May, subject to these Rules, the Regulations and the Act, exercise all powers and functions as may be exercised by the Association other than those powers and functions that are required by these Rules to be exercised by general meetings of the members of the Association.
  - (c) May delegate any of its power or functions to a sub-committee appointed by it or to any member of the Association and may revoke or withdraw that delegation; and
  - (d) Subject to these rules, the Regulations and the act, has power to perform all acts and things as appear to the Board to be essential for the proper management of the business and affairs of the Association.
- 16.3. The Board shall be composed of the following:
- (a) There shall be nine (9) elected members. These shall be a Chair, a Vice Chair, a Secretary, a Treasurer and five (5) general members. Members of the Board shall be elected to their position by the current financial members of the Association. The term of office shall be two (2) years. Members can be re-elected for a further term of office. Each year one half of the executive and one half of the general members of the Board shall be elected. In alternative years the Chair and the Treasurer and two general members shall be elected and in the following year the Vice Chair and the Secretary and three (3) general members shall be elected.
- 16.4. A person may be a Board member if the person is —
- (a) an individual who has reached 18 years of age; and

- (b) an ordinary member.
- 16.5. )When a vacancy exists on the Board of Management
- (a) this vacancy will be advertised and nominations should be directed to the Secretary of Albany Hospice Inc. (b) As soon as possible after the receipt of a nomination the Secretary should refer the nomination to the "Board of Management".
  - (c) Upon a nomination being referred to the Board, the Board shall determine whether or not to approve or reject the nomination.
  - (d) The Board has powers to directly approach members of the community if felt to possess the necessary skill to assist in managing Albany Hospice Inc.
- 16.6. Nominations and selections for members of the Board shall be held in accordance with Rule 16.10.
- 16.7. Notwithstanding the provisions of Rules 16.3, 16.4, and 16.5 the Board may co-opt not more than two (2) persons to be members of the Board.
- 16.8. In the event of a casual vacancy occurring in the Board, the Board may appoint a members of the Association to fill the vacancy (subject to 14.3) and the member to be appointed shall hold office until the conclusion of the annual general meeting next following the date of his/her appointment.
- 16.9. Nominations of candidates for the selection as members of the Board:
- (a) Shall be made in writing, signing by two (2) members of the Association and accompanied by the written consent of the candidate (which may be endorsed on the form of nomination); and
  - (b) Shall be delivered to the Secretary of the Association no less than seven (7) days before the date fixed for the holding of the annual general meeting;
  - (c) Elected members shall hold office for two (2) years.
- 16.10. If the number of nominations exceeds the number of vacancies to be filled, the Association shall select new members for vacant Board positions based on the criteria below;
- (a) Experience or qualifications in either -
    - (i) Accounting
    - (ii) Law
    - (iii) Consumer Representative
    - (iv) Business community representative
    - (v) Experience or interest in palliative care
- 16.11. Resignation and removal from office
- (a) A Board member may resign from the Board by written notice given to the Secretary or, if the resigning member is the Secretary, given to the Chair.
  - (b) The resignation takes effect —

- (i) when the notice is received by the Secretary or Chair; or
  - (ii) if a later time is stated in the notice, at the later time.
- (c) At a general meeting, the Association may by resolution —
- (i) remove a Board member from office; and
  - (ii) elect a member who is eligible under rule 16.4 to fill the vacant position.
- (d) A Board member who is the subject of a proposed resolution under subrule 16.11(c)(ii) may make written representations (of a reasonable length) to the Secretary or Chair and may ask that the representations be provided to the members.
- (e) The Secretary or Chair may give a copy of the representations to each member or, if they are not so given, the Board member may require them to be read out at the general meeting at which the resolution is to be considered.

16.12. for the purpose of these Rules the office of a member of the Board becomes vacant if the member:

- (a) dies or otherwise ceases to be a member of the Association;
- (b) resigns the office by notice in writing given to the Secretary or is removed from office under rule 16.11.
- (c) The 2-year term of office expires (may be re-elected)
- (d) becomes ineligible to accept an appointment or act as a Board member under section 39 of the Act;
- (e) becomes permanently unable to act as a Board member because of a mental or physical disability; or
- (f) fails to attend 3 consecutive Board meetings, of which the person has been given notice, without having notified the Board that the person will be unable to attend.

16.13. Retiring Management Board Members are eligible for re-election

16.14. The acts of a Board or sub-committee, or of a Board member or member of a sub-committee, are valid despite any defect that may afterwards be discovered in the election, appointment or qualification of a Board member or member of a sub-committee.

## **17. BOARD MEETINGS**

17.1. The Board shall meet a minimum of ten (10) times in each calendar year at the place and time as the Board may determine.

17.2. Special meetings of the Board may be convened by the Chair or by any three (3) of the members of the Board.

17.3. Notice shall be given to members of the Board of any special meeting specifying the general nature of the business to be transacted and no other business shall be transacted as such a meeting.

17.4. A simple majority of the members of the Board shall be a quorum for the transaction of the business of a meeting of the Board (that is 5 of the 9 members of the Board to be present)

(Amended September 2009)

- 17.5. At meetings of the Board:
- (a) The Chair shall preside; or
  - (b) In his/her absence the Deputy Chair, or
  - (c) If both the Chair and the Deputy Chair are absent one of the other members of the Board chosen by the members present shall preside.
- 17.6. Questions arising at a meeting of the Board or of any sub-committee appointed by the Board shall be determined on a show of hands or, if demanded by a member, by a poll taken in the manner as the person presiding at the meeting may determine.
- 17.7. Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one (1) vote and in the event of an equality of votes on any question the person presiding may exercise a second or casting vote.
- 17.8. Subject to sub-clause 18.4 the Board may act notwithstanding any vacancy on the Board.
- 17.9. A member or other person who is not a Board member may attend a Board meeting if invited to do so by the Board.
- A person invited under this subrule (17.9) 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.
- 17.10. Use of technology to be present at Board meetings - The presence of a Board member at a Board meeting need not be by attendance in person but may be by that Board member and each other Board member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication.
- A member who participates in a Board meeting as allowed under this subrule is taken to be present at the meeting and, if the member votes at the meeting, the member is taken to have voted in person.
- 17.11. Sub-committees
- (a) To help the Board in the conduct of the Association's business, the Board may, in writing, appoint one or more sub-committees;
  - (2) A sub-committee may consist of the number of people, whether or not members, that the Board considers appropriate.
  - (4) Subject to any directions given by the Board - a sub-committee may meet and conduct business as it considers appropriate.
- 17.12. Circular Resolution
- (a) The Board may pass a resolution without a general meeting being held if all the

members entitled to vote on the resolution sign a document containing a statement that they are in favour of the resolution set out in the document.

- (b) Separate copies of a document may be used for signing by members if the wording of the resolution and statement is identical in each copy.
- (c) The resolution is passed when the last member signs.
- (d) If the Association receives by electronic transmission a copy of a document referred to in this rule 18.12 it is entitled to assume that the copy is a true copy.

17.13. Disclosure of interests

- (a) A director who is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Association must, as soon as practicable after the relevant facts have come to the director's knowledge, declare the nature of the interest at a meeting of the directors or by written notice to the Secretary of the Association.
- (b) A director who holds any office or possesses any property by which, whether directly or indirectly, duties or interests might be created in conflict with his or her duties or interests as director must declare at a meeting of the directors of the Association or by written notice to the Secretary of the Association the fact and the nature, character and extent of the conflict

17.14. Standing notice of interest

- (a) A director who has an interest in a matter may give the other directors standing notice of the nature and extent of the interest in the matter. The notice may be given at any time and whether or not the matter relates to the affairs of the Association at the time the notice is given.
- (b) A notice under the above rule may be given:
  - (i) at a directors' meeting (either orally or in writing); or
  - (ii) to the other directors individually in writing.
- (c) If the standing notice is given to the other directors individually in writing:
  - (i) the notice is effective when it has been given to every director; and
  - (ii) the notice must be tabled at the next directors' meeting after it is given.
- (d) The director must ensure that the nature and extent of the interest is recorded in the minutes of the meeting at which the standing notice is given or tabled.

**18. MINUTES**

The Secretary of the Association (or appointed Minute Taker) shall keep minutes of the resolutions and proceedings of each general meeting and each Board meeting together with a record of the names of persons present at the Board meetings. (Amended September 2009)

**19. DUTIES OF TREASURER**

**Accounts, Audit and Records**

### 19.1. Accounts

The Treasurer of the Association:

- (a) Shall cause proper accounting and other records to be kept showing the financial affairs of the Association in accordance with the relevant Accounting Standards and legislation
- (b) Shall present a report on the financial activities of the Association to each monthly Board meeting and an audited annual financial report to the annual general meeting.
- (c) Shall oversee the safe custody of the Association's financial records, financial statements and financial reports, as applicable to the Association;
- (d) Shall assist the Board in ensuring the Association complies with the relevant requirements of Part 5 of the Act;
- (e) Shall provide any assistance required by an auditor or reviewer conducting an audit or review of the Association's financial statements or financial report under Part 5 Division 5 of the Act;

### 19.2. Audit

Subject to legislation, a registered company auditor must be appointed.

### 19.3. Records

The records of the Association shall be kept at the Hospice or such other place as the Board may from time to time determine.

## 20. BANKING

20.1. The Association's Bankers shall be either a licensed Bank or Permanent Building Society carrying on business as such within the State of Western Australia.

20.2. Unless otherwise resolved by the Board, any two members of the Board may withdraw moneys on behalf of the Association.

20.3. Subject to any restrictions imposed at a general meeting, the Board may approve expenditure on behalf of the Association

20.4. All funds of the Association must be deposited into the Association's account within 5 working days after their receipt.

20.5. The Board may authorise the Hospice Manager to expend funds on behalf of the Association up to a specified limit without requiring approval from the Board for each item on which the funds are expended.

## 21. DISSOLUTION

21.1. The Association shall be deemed to have been dissolved if and when a resolution in favour of dissolution shall be carried by a three-quarters majority at a special general meeting of the Association called for the purpose of considering dissolution.

21.2. Upon dissolution of the Association a liquidator shall be appointed to wind up the affairs of the Association. All property of the Association shall be realised and sold and the monies obtained thereby together with any monies in hand shall be used and applied first in paying the expenses of such realisation and sale, secondly in paying and discharging all debts and liabilities for which the Association is responsible and any surplus remaining shall be distributed in accordance with the Associations' Incorporation Act to a non-profit incorporated Association which has objects similar to those of this Association and which is in accordance with the Act.

21.3. After the Association has been dissolved, the Secretary of the Association will within fourteen (14) days of the date of dissolution, advise the Deputy Commissioner of Taxation for Western Australia and the WA Health Department that the Association has been dissolved and the date of dissolution.

## **22. COMMON SEAL**

22.1. The Common Seal of the Association shall be kept at the Hospice or such other place as the Board may from time to time determine.

22.2. The common seal shall not be affixed to any instrument except by the authority of the Board and the affixing of the common seal shall be attested by the signatures of two of any five seal holders. The Management Board shall select from its own members five seal holders who shall be selected to that position at the first meeting of the Management Board after the annual general meeting.

## **23. ALTERATION OF RULES**

23.1. The rules and statements of purposes of the Association shall not be altered except by special resolution and by otherwise complying with Part 3 Division 2 of the Act.

## **24. NOTICES**

24.1. A notice may be served by or on behalf of the Association upon any member either personally or by sending it by post or e-mail to the member at their address shown on the register of members.

24.2. Where a document is properly addressed, prepaid, posted or e-mailed to a person as a letter the document shall unless the contrary is proved, be deemed to have been given to the person at the time at which the letter would have been delivered in the ordinary course of the post or e-mail.

## **25. FUNDS AND SECURITIES**

25.1. The records of the Association shall be kept at the Hospice or such other place as the Board may from time to time determine including all books, documents and securities of the Association.

25.2. The fund of the Association shall be deposited in the first instance to the credit of the Association's Bank Account.

## **26. NON PROFIT CLAUSE**

- 26.1. The income and property of the Association shall be applied solely towards the promotion of the objects of the Association. No portion of the income or property shall be paid, transferred or distributed directly or indirectly to the members of the Association provided that nothing shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any person other than a member in return for services rendered to the Association.
- 26.2. A payment may be made to a member out of the funds of the Association only if it is authorised under subrule (26.3).
- 26.3. A payment to a member out of the funds of the Association is authorised if it is
- (a) the payment in good faith to the member as reasonable remuneration for any services provided to the Association, or for goods supplied to the Association, in the ordinary course of business; or
  - (b) the payment of interest, on money borrowed by the Association from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
  - (c) the payment of reasonable rent to the member for premises leased by the member to the Association; or
  - (d) the reimbursement of reasonable expenses properly incurred by the member on behalf of the Association; and
  - (e) payments to a Board member can only occur if the payment is authorised by a resolution of the association
- 26.4. Inspection of records and documents
- (a) Subrule (2) applies to a member who wants to inspect —
    - (i) the register of members under section 54(1) of the Act; or
    - (ii) the record of the names and addresses of committee members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or
    - (iii) any other record or document of the association.
  - (b) The member must contact the secretary to make the necessary arrangements for the inspection.
  - (c) The inspection must be free of charge.
  - (d) If the member wants to inspect a document that records the minutes of a committee meeting, the right to inspect that document is subject to any decision the committee has made about minutes of committee meetings generally, or the minutes of a specific committee meeting, being available for inspection by members.
  - (e) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document