

CONSTITUTION¹

of the

Children's Health Aid Team of Western Australia (Inc.)

1. NAME

The name of the organisation is the **Children's Health Aid Team of Western Australia (Inc.) – ABN 72 908 832 984, CCL 20881**, hereafter referred to as the Team.²

2. OBJECTIVES

The objectives of the Team³ are –

- (a) The relief of sickness, suffering and distress with a particular emphasis on directly aiding and assisting children and their carers⁴ suffering from chronic and persistent dental health disease in underprivileged areas of Vietnam.
- (b) The sustainable end of chronic dental health by providing specialist services to underprivileged children and their carers irrespective of their race, gender, religion or creed and to create strategic initiatives to provide these services;
- (c) To contribute to the education of underprivileged children and their carers in preventive and health care practices;
- (d) To provide a forum and collection of people prepared to provide advice in the provision of health care for the underprivileged; and
- (e) Raise funds in support of achieving the objectives of the Team.

3. NOT FOR PROFIT

3.1 The property and income of the Team must be applied solely towards the promotion of the objectives of the Team and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to any member of the Team, except in good faith in the promotion of those objectives.

3.2 A payment may be made to a member out of the funds of the Team only if it is authorized under subrule 3.3.

3.3 A payment to a member out of the funds of the Team is authorized if it is –

¹ A word or expression that is not defined in these rules, but is defined in the Associations Incorporation Act 2015 has, if the context permits, the meaning given by the Act.

² Referred publicly as CHAT.

³ Team means the incorporated association to which these rules apply.

⁴ Carers can include teachers or others associated with education, health and guidance.

- i. the payment in good faith to the member as reasonable remuneration for any services provided to the Team, or for goods supplied to the Team, in the ordinary course of business; or
- ii. the payment of interest, on money borrowed by the Team from the member, at a rate not greater than the cash rate published from time to time by the Reserve Bank of Australia; or
- iii. the payment of reasonable rent to the member for premises leased by the member to the Team; or
- iv. the reimbursement of reasonable expenses properly incurred by the member on behalf of the Team.

4. POWERS

In furtherance of the objectives, but not otherwise, the management committee may exercise the power to:

- i. acquire, hold, deal with and dispose of property;
- ii. invite and receive contributions and raise funds where appropriate, to finance the work of the Team;
- iii. make charges for services and facilities it supplies;
- iv. open and operate bank accounts;
- v. invest its money;
- vi. borrow money upon such terms and conditions as the Team thinks fit;
- vii. give such security for the discharge of liabilities incurred by the Team as the Team thinks fit;
- viii. appoint agents to transact any business of the Team on its behalf;
- ix. enter into any contract it considers necessary or desirable;
- x. engage volunteers (who shall not be members of the management committee) as are necessary to conduct activities to meet the objects;
- xi. publicise and promote the work of the Team and organise meetings, training courses, events or seminars, etc;
- xii. work with groups of a similar nature and exchange information, advice and knowledge with them, including cooperation with other voluntary bodies, charities, statutory and non-statutory organisations; and

- xiii. take any form of action that is lawful, which is necessary to achieve the objects of the Team.

5. MEMBERSHIP

- i. Membership shall be open to anyone (except those under 15 years of age) who has an interest in assisting the Team to achieve its objectives and is willing to adhere to the rules of the Team.
- ii. An application for membership must be-
 - (a) in writing (electronic is acceptable); and
 - (b) signed by the applicant; and
 - (c) in the form decided by the management committee.
- iii. An individual who has not reached the age of 15 years is not eligible to apply for membership that confers full voting rights.
- iv. Where it is considered membership would be detrimental to the objectives and activities of the Team, the management committee shall have the power to refuse membership, or may terminate or suspend the membership of any member by resolution passed at a meeting.

6. MEMBERSHIP FEES

The membership fee -

- (a) is the amount decided by the members from time to time at a meeting of the Team; and
- (b) is payable when, and in the way, the management committee decides.

7. REGISTER OF MEMBERS OF TEAM

- i. The Secretary, on behalf of the Team, must comply with section 53(2) of the Act by keeping and maintaining an up to date register of the members of the Team and their postal or residential addresses.
- ii. The register must be so kept and maintained at the Secretary's place of residence or at such other place as the members at a general meeting decide.
- iii. A member who wishes to inspect the register of members must contact the Secretary to make the necessary arrangements.
- iv. Copies of the register can only occur with the approval of the Team (copies to be

applied for in writing (electronic is acceptable) to the Team).

8. MANAGEMENT COMMITTEE

- i. The Team shall be administered by a management committee of no less than four (4) people;
- ii. Members will be elected for a period of up to one year, but may be re-elected at the Team's AGM.
- iii. The Committee shall comprise a President, Vice President, Treasurer, Secretary and any additional officers the Team deems necessary to carry out the required duties.
- iv. The committee members are the persons who, as the management committee of the Team, have the power to manage the affairs of the Team.

9. CHAIRPERSON

- i. It is the duty of the Chairperson to consult with the Secretary regarding the business to be conducted at each committee and general meeting.
- ii. The Chairperson has the powers and duties relating to convening and presiding at committee meetings and presiding at general meetings provided for in these rules.
- iii. The President usually takes on the role of Chairperson for meeting (unless they are absent). Refer to rules 16 and 25.

10. SECRETARY

The Secretary must-

- i. co-ordinate the correspondence of the Team;
- ii. keep full and correct minutes of the proceedings of the Committee and of the Team;
- iii. comply on behalf of the Team with-
 - a. section 53 of the Act with respect to the register of members of the Team;
 - b. section 35 of the Act by keeping and maintaining the Constitution of the Team and,
 - c. section 58 of the Act by maintaining a record of -
 - (A) the names and residential or postal addresses of the persons who hold the offices of the Team provided for by the Constitution; and
 - (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Team

- d. unless the members resolve otherwise at a general meeting, have custody of all books, documents, records and registers of the Team, including those referred to in paragraph (c) but other than those required by rule 11 to be kept and maintained by, or in the custody of, the Treasurer.

11. TREASURER

The Treasurer must-

- i. be responsible for the receipt of all moneys paid to or received by him or her on behalf of the Team and must issue receipts for those moneys in the name of the Team;
- ii. pay all moneys referred to in paragraph (i) into such account or accounts of the Team as the Committee may from time to time direct;
- iii. make payments from the funds of the Team with the authority of a general meeting or of the Committee and in so doing ensure that all cheques are signed as authorised by the Committee;
- iv. comply on behalf of the Team with sections 66 and 68 & 70 of the Act with respect to the accounting records of the Team by-
 - a. keeping such accounting records correctly recorded and explain the financial transactions and financial position of the Team;
 - b. keeping its accounting records in such manner as will enable true and fair accounts of the Team to be prepared from time to time;
 - c. keeping its accounting records in such manner as will enable true and fair accounts of the Team to be conveniently and properly audited; and
 - d. submitting to members at each annual general meeting of the Team accounts of the Team showing the financial position of the Team at the end of the immediately preceding financial year.
- v. whenever directed to do so by the President and/or Chairperson⁵, submit to the Committee a report, balance sheet or financial statement in accordance with that direction;
- vi. unless the members resolve otherwise at a general meeting, have custody of all securities, books and documents of a financial nature and accounting records of the Team, including those referred to in paragraphs (iv) and (v);

12. ELECTING THE MANAGEMENT COMMITTEE

A member of the management committee may only be elected as follows-

⁵ The Secretary is normally given blanket approval by the Chairperson / and/or President to request reports.

- i. at an annual general meeting any 2 members of the Team or Chairperson alone, may nominate another member (the candidate) to serve as a member of the management committee;
- ii. the nomination must be-
 - a. in writing (electronic acceptable); and
 - b. signed by the candidate and the members who nominated him or her; and
 - c. given to the Secretary at least 7 days before the annual general meeting at which the election is to be held;
- iii. each financial member present at the annual general meeting may vote for any number of candidates not more than the number of vacancies;
- iv. if, at the start of the meeting, there are not enough candidates nominated, nominations may be taken from the floor of the meeting.

A list of the candidates' names in alphabetical order, with the names of the members who nominated each candidate, must be posted in a conspicuous place (e.g. the web site) for at least 7 days immediately preceding the annual general meeting.

If required by the management committee, balloting lists must be prepared containing the names of the candidates in alphabetical order.

13. **RESIGNATION OR REMOVAL FROM OFFICE OF MANAGEMENT COMMITTEE MEMBER**

- i. A member may resign from the Committee by giving written notice (electronic acceptable) of resignation to the Secretary.
- ii. The resignation takes effect on:
 - (a) the day and at the time the notice is received by the Secretary; or
 - (b) if a later day is stated in the notice - the later day.
- iii. A member may be removed from office at a meeting of the Team if the member was the subject of a resolution passed by a general or special meeting of members terminating his or her appointment as a Committee member
- iv. Before a vote of members is taken about removing the member from office, the member must be given a full and fair opportunity to show cause why he or she should not be removed from office.
- v. A member has no right of appeal against the member's removal from office under this section.

14. **CASUAL VACANCIES IN MEMBERSHIP OF COMMITTEE**

A casual vacancy occurs in the office of a committee member and that office becomes

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vacant if the committee member-

- i. dies or resigns;
- ii. is convicted of an offence under the Act;
- iii. is permanently incapacitated by mental or physical ill-health;
- iv. is absent from more than 3 consecutive committee meetings without forwarding an apology;
- v. is the subject of a resolution passed by a general meeting of members terminating his or her appointment as a committee member.

15. **RESPONSE TO VACANCIES ON MANAGEMENT COMMITTEE**

- i. If a casual vacancy happens on the management committee, the continuing members of the committee may appoint another member of the Team to fill the vacancy until the next annual general meeting.
- ii. The continuing members of the management committee may act despite a casual vacancy on the management committee.
- iii. However, if the number of committee members is less than the number fixed under these rules as a quorum of the management committee,⁶ the continuing members may act only to-
 - (a) increase the number of management committee members to the number required for a quorum; or
 - (b) call a special general meeting of the Team.

16. **MEETINGS OF MANAGEMENT COMMITTEE**

- i. Subject to subsections (2) to (15), the management committee may meet and conduct its proceedings as it considers appropriate.
- ii. The management committee must meet at least once every 4 months to exercise its functions.
- iii. The management committee must decide how a meeting is to be called.
- iv. Notice of a management committee meeting is to be given in the way decided by the Committee.
- v. If the Secretary receives a written request (electronic acceptable) signed by a

⁶ For the number of members to form a quorum, see rules 16 and 24

committee member, the Secretary must call a special meeting of the Committee.

- vi. A request for a special meeting of the management committee must state-
 - a. why the special meeting is being called; and
 - b. the business to be conducted at the meeting.
- vii. The Secretary must give each management committee member at least 14 days written notice of a special meeting of the Committee.
- viii. At a management committee meeting, at least three of the members elected or appointed to the committee as at the close of the last annual general meeting form a quorum.
- ix. A question arising at a management committee meeting is to be decided by a majority vote of committee members present at the meeting and, if the votes are equal, the Chairperson has the casting vote.
- x. A management committee member must not vote on any matter in which they have a pecuniary interest, and if the member does vote the member's vote must not be counted.
- xi. If there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, a member appointed by the quorum is to preside as Chairperson;
- xii. If a quorum (at least three) is not present within 30 minutes after the time fixed for a management committee meeting, the meeting lapses.
- xiii. The Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each management committee meeting.
- xiv. To ensure the accuracy of the minutes recorded under point (xiii), the minutes of each management committee meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next management committee meeting, verifying their accuracy.
- xv. Should circumstances result in CHAT being unable to undertake team trips to perform its main objectives, then section 16, subsection (ii) can be over-ridden by Committee agreement to be –‘must meet at least once every six months’. When CHAT trips resume, then subsection (ii) must reapply.

17. **DELEGATION OF MANAGEMENT COMMITTEE POWERS**

- i. The management committee may delegate the whole or part of its powers to a

subcommittee consisting of the Team members considered appropriate by the committee.

- ii. A subcommittee may only exercise delegated powers in the way the management committee decides.

18. **ACTS NOT AFFECTED BY DEFECTS OR DISQUALIFICATIONS**

- i. An act performed by the management committee, a subcommittee or a person acting as a member of the management committee is taken to have been validly performed.
- ii. Subsection (i) applies even if the act was performed when-
 - a. there was a defect in the appointment of a member of the management committee, subcommittee or person acting as a member of the management committee; or
 - b. a management committee member, subcommittee member or person acting as a member of the management committee was disqualified from being a member.

19. **RESOLUTIONS OF MANAGEMENT COMMITTEE WITHOUT MEETING**

- i. A written resolution signed (electronic is acceptable) by each member of the management committee is as valid and effectual as if it had been passed at a committee meeting that was properly called and held.
- ii. A resolution mentioned in subsection (i) may consist of several documents in like form, each signed by all members of the committee. ⁷

20. **ANNUAL GENERAL MEETINGS⁸**

An annual general meeting must be held -

- i. at least once each year; and
- ii. within 6 months after the end of the Team's previous financial year.

21. **BUSINESS TO BE CONDUCTED AT ANNUAL GENERAL MEETING**

The following business must be conducted at each annual general meeting -

- i. receiving the statement of income and expenditure, assets, liabilities, charges and securities affecting the property of the Team for the last financial year;
- ii. electing members of the management committee;
- iii. appointing an auditor.

⁷ Members of the Committee are those applicable to a quorum as described in these rules.

⁸ Required under section 50 of the Act.

22. SPECIAL GENERAL MEETING

- i. The Secretary may only call a special general meeting by giving each member of the Team notice of the meeting within 14 days after-
 - (a) being directed to call the meeting by the management committee; or
 - (b) being given a written request signed by at least 20% financial members;
- ii. A request mentioned in subsection (i) (b) must state-
 - (a) why the special general meeting is being called; and
 - (b) the business to be conducted at the meeting.

23. NOTICE OF AN ANNUAL OR SPECIAL GENERAL MEETING

- i. The Secretary may call an annual or special general meeting of the Team.
- ii. The Secretary must give at least 14 days written notice of the meeting to each Team member, to their last known address, unless otherwise determined by the management committee.
- iii. The management committee may decide the way in which the notice must be given.
- iv. A notice of an annual or special general meeting must state the business to be conducted at the meeting.

24. QUORUM FOR, AND ADJOURNMENT OF, ANNUAL OR SPECIAL GENERAL MEETINGS

- i. No business may be conducted at an annual or special general meeting unless a quorum (at least three) of members is present when the meeting proceeds to business.
- ii. If at an adjourned meeting, a quorum under subsection (i) is not present within 30 minutes after the time fixed for the meeting, the members present form a quorum.
- iii. In this rule -
 "member" includes a person attending as a proxy or representing a corporation that is a member.

25. PROCEDURE AT ANNUAL OR SPECIAL GENERAL MEETING

Subject to these rules, at each annual or special general meeting -

- i. the President or, if there is no President or if the President is not present within 15 minutes after the time fixed for the meeting or is unwilling to act, a member appointed by the quorum is to preside as Chairperson;
- ii. the Chairperson must conduct the meeting in a proper and orderly way; and
- iii. each question, matter or resolution must be decided by a majority of votes of the members present;
- iv. each member present and entitled to vote is entitled to 1 vote only and, if the votes are equal, the Chairperson has a casting vote as well as a primary vote;
- v. members are entitled to vote at an annual general meeting if they are current financial members and/or were financial as at the 31st December the previous year; at a special general meeting only members of the current financial year are entitled to vote.
- vi. voting may be by a show of hands or a division of members, unless at least 20% of the members present demand a secret ballot;
- vii. if a secret ballot is held, the Chairperson must appoint 2 members to conduct the secret ballot in the way the Chairperson decides;
- viii. the result of a secret ballot as declared by the Chairperson is taken to be a resolution of the meeting at which the ballot was held;
- ix. the Secretary must ensure full and accurate minutes of all questions, matters, resolutions and other proceedings of each annual or special general meeting and these provided in writing within 21 days following the meeting;
- x. the Secretary must ensure the minutes for each annual or special general meeting are open for inspection at all reasonable times by any financial member who previously applies to the Secretary for the inspection.

To ensure the accuracy of the minutes recorded under subsection (ix)-

the minutes of each annual or special general meeting must be signed by the Chairperson of the meeting, or the Chairperson of the next meeting of the Team that is a special general meeting or annual general meeting, verifying their accuracy.

26. **DISPUTE RESOLUTION**

- i. If the parties to a dispute are unable to resolve the dispute between themselves within 14 days, then any party to the dispute may start the grievance procedure by giving written notice to the Secretary of —

- a. the parties to the dispute; and
 - b. the matters that are the subject of the dispute.
- ii. Within 28 days after the Secretary is given the notice, a committee meeting must be convened to consider and determine the dispute.
- iii. The Secretary must give each party to the dispute written notice of the committee meeting at which the dispute is to be considered/determined at least 7 days before the meeting is held.
- iv. If —
 - a. the dispute is between one or more members and the Team; and
 - b. any party to the dispute gives written notice to the Secretary stating that the party —
 - 1) does not agree to the dispute being determined by the Committee; and
 - 2. requests the appointment of a mediator under sub-rule 'Appointment of mediator',

then the Committee must not determine the dispute.

Appointment of mediator

- i. The person appointed as mediator by the Committee must be a person who acts as a mediator for another not-for-profit body, such as a community legal centre
- ii. The person appointed as mediator by the Committee may be a member or former member of the Team 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.
- iii. The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.

27. BY-LAWS⁹

- i. The management committee may make, amend or repeal by-laws, not inconsistent with these rules, for the internal management of the Team.
- ii. A by-law may be set aside by a vote of members at a committee, annual or special general meeting of the Team.

9 A by-law must be consistent with the Act, the regulations and these rules. The rules of an association bind the association and the members as an enforceable contract between them. By-laws may not have that status. Therefore, the use of by-laws should be reserved for more procedural or administrative matters.

28. INSPECTION OF RECORDS, ETC.

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Team.

29. ALTERATION OF RULES

Subject to the *Associations Incorporation Act 2015*, these rules may be amended, repealed or added to by a special resolution carried at an annual or special general meeting of the Team.

30. FUNDS AND ACCOUNTS

- i. The funds of the Team must be kept in an account in the name of the Team in a financial institution decided by the management committee.
- ii. Records and accounts must be kept in the English language showing full and accurate particulars of the financial affairs of the Team.
- iii. All amounts must be deposited in the financial institution account as soon as practicable after receipt.
- iv. If an amount of \$100 or more is paid by cheque, the cheque must be signed by any 2 of the following-
 - a. the President;
 - b. Vice President ;
 - c. the Secretary;
 - d. the Treasurer;
 - e. another member authorised by the management committee for the purpose.
- v. Cheques, other than cheques for wages, allowances or petty cash recoupment, must be crossed 'not negotiable'.
- vi. All expenditure must be approved or ratified at a management committee meeting. Prior approval is not required for expenditure of \$100 or less, but must be approved as soon as practicable following the expenditure.
- vii. The auditor must examine the statement prepared under section 21(i) and present a report about it to the Secretary before the next annual general meeting.
- viii. The income and property of the Team must be used solely in promoting the Team's objects and exercising the Team's powers.

31. **FINANCIAL YEAR**

The financial year of the Team closes on 31 December in each year.

32. **DISSOLUTION**

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

- gifts of money or property for the principal purpose of CHAT
- contributions made in relation to an eligible fundraising event held for the principal purpose of CHAT
- money received by CHAT because of such gifts and contributions

In this rule –

Surplus property, in relation to the Team, means property remaining after satisfaction of-

- a. the debts and liabilities of the Team; and
- b. the costs, charges and expenses of winding up or cancelling the incorporation of the Team.

But does not include books relating to the management of the Team.

Signature: _____ DATE: _____

Jennifer Chan - President

Countersigned: _____ DATE: _____

Member of Management Committee
Melanie Chen - Secretary