

**CONSTITUTION OF  
THE FRIENDS  
OF THE  
WOMEN'S AND CHILDREN'S HOSPITAL INCORPORATED**

**31 October 2014**

## 1. **NAME**

The name of the Association is " The Friends of the Women's and Children's Hospital Inc" referred to herein as 'the Association".

## 2. **DEFINITIONS**

In this Constitution unless the contrary intention appears:-

"The Act" means the Associations Incorporations Act (SA) 1985.

"Associate Member" shall mean an individual who has an interest in and supports the objectives of the Association.

"The Commission" means the Corporate Affairs Commission

"Co-opted member" shall mean a member who may be invited to provide special expertise and experience to a committee.

"Council" means the Management Committee of the Association.

"Council member" means member of Management Committee.

"The Divisions" shall mean all the Divisions of the Association approved under Section 7.1.3.

"Member" means a member of the Association.

"Natural Person" is a human being, not a public or private organisation.

"Public Officer" means the member or officer of the Association undertaking the role of Public Officer as described in Section 56 of the Act.

"Seal" means the common seal of the Association.

"Special Resolution" means a special resolution as defined in the Act.

"WCH" means the Women's and Children's Hospital.

## 3. **OBJECTS**

3.1 The Association will strive to:-

3.1.1 Enhance and promote the health of women, children and young people.

3.1.2 Support the WCH to become a leader and innovator and achieve local, national and international recognition.

3.2 To give services and financial assistance to the WCH.

3.3 To add to the comfort and peace of mind of the patients of the WCH and of their relatives and friends.

3.4 To increase community awareness of the services provided by the WCH.

## 4. **PATRON**

The Association may invite an appropriate person to be the patron.

## **5. POWERS OF THE ASSOCIATION**

The Association shall have all powers conferred by section 25 of the Act.

## **6. MEMBERSHIP**

6.1 Membership is dependent on:

- a. The completion and lodgement of a registration form; and
- b. The inclusion of the applicants name and contact details on The Friends of the Women's and Children's Hospital Inc database in accordance with Section 6.5; and
- c. Payment of a membership fee as determined by Division Rules and approved by Council.

6.1.1 For Division Members, membership is retained as long as the member abides by the rules of this Constitution and that of their Division.

6.1.2 For Associate Members and Life Members, membership is retained as long as the member abides by the rules of this Constitution.

### **6.2 Types**

The Members shall be:-

6.2.1 Any person who is a member of one or more of the Divisions.

6.2.2 Associate Members, who are individuals who have an interest in and support the objectives of the Association and who have met the requirements of Section 6.1. Associate members have no voting rights and are not eligible to be elected to the Management Committee or any of the Divisional committees.

6.2.3. Life Members, who are members of a Division who have provided outstanding service to Association. The Council will ratify the appointment of Life Members on the recommendation of any of the Divisions. The appointment of Life Membership is not automatic but is made for outstanding service by active members with fifteen (15) years or more active service. Consideration may also be given to the award of a Life Membership for exceptional service to a person who has less than fifteen (15) years' service.

### **6.3 Resignations**

If any member of the Association ceases to be a member of one of the Divisions then that person shall cease to be a member of the Association.

### **6.4 Expulsion of a member**

6.4.1 Subject to giving a member an opportunity to be heard or to make a written submission, the Council may resolve to expel a member upon a charge of misconduct detrimental to the interests of the Association or a failure to comply with the Constitution or the Rule of any Division of which he or she is a member.

6.4.2. The member will be informed of the details of the charge at least one (1) month before the meeting of the Council at which the matter will be determined.

6.4.3 The determination of the Council shall be communicated to the member, and in the event of an adverse determination the member shall, (subject to 6.4.4 below), cease to be a member fourteen (14) days after the Council has communicated its determination to the member.

6.4.4 It shall be open to a member to appeal the expulsion to the Association at a general meeting. The intention to appeal shall be communicated to the President or

public officer of the Association within fourteen (14) days after the determination of the Council has been communicated to the member.

- 6.4.5. In the event of an appeal under 6.4.4 above, the appellant's membership of the Association shall not be terminated unless the determination of the Council to expel the member is upheld by the members of the Association in a general meeting, after the appellant has been heard by the members of the Association. In such event, membership will be terminated at the date of the general meeting at which the determination of the Council is upheld.

## **6.5 Register of members**

A register of members will be kept which contains:

- a. The name and contact details of each member.
- b. The date on which each member was admitted to the Association, and
- c. If applicable, the date of and reason(s) for termination of membership.

## **7. THE COUNCIL**

### **7.1 Powers and duties**

- 7.1.1 The affairs of the Association shall be managed and controlled by a Committee, known as the Council, which, in addition to any powers and authorities conferred by these rules, may exercise all such powers and do all such things as are within the objects of the Association, and are not by the Act or by these rules required to be done by the Association in general meeting.
- 7.1.2. The Council is responsible for managing and controlling the funds and other property of the Association. The Council shall also play a communication, advisory and coordination role in relation to the conduct of the Divisions and shall promote communication and coordination between the Divisions and the WCH.
- 7.1.3 The Council shall have the power to establish Divisions of the Friends of the Women's and Children's Hospital Inc. at such place or places as it should think fit, with such powers, authorities and discretions as the Council shall deem necessary and proper, and shall have power at all times to suspend or dissolve any Division. Any amendments to the Rules of Divisions shall not be enforceable unless ratified by the Council. Upon dissolution of any Division, management of all assets of the Division shall immediately vest in the Council.
- 7.1.4 The Council shall have authority to interpret the meaning of these rules and any other matter relating to the affairs of the Association on which these rules are silent.
- 7.1.5. The Council shall appoint a Public Officer as required by the Act.
- 7.1.6 Any Council meeting provided for under this Constitution may decide to allow any of its members to vote, or invitees to participate in the meeting, from a location other than the place where the meeting is being held, but only if any member or invitee who speaks to a matter can be heard by all of the other members or invitees. Such participation may be by telephone, videolink or other electronic medium as is appropriate to the circumstances and/or the business being transacted.
- ### **7.2 Appointment**
- 7.2.1 The Council shall comprise of two representatives nominated for that purpose by each Division or the properly appointed deputy or deputies of such representatives, and elected or Co-opted members.

- 7.2.2 Council Members shall each be appointed for a two (2) year term and shall be eligible for re-appointment.
- 7.2.3 Up to three other members to be known as Co-opted members as agreed by the Council or by majority vote by the representatives of the Divisions, may be appointed for a period of two (2) years to be reviewed after that time.

### **7.3 Proceedings of Council**

- 7.3.1 The Council shall meet together for the dispatch of business at least once every three (3) months.
- 7.3.2 A quorum of the Council shall be made up of no less than half of the number of Council Members plus one (1).
- 7.3.3 All members of the Council shall be entitled to vote.
- 7.3.4 Questions at any meeting shall be decided by a majority vote of Council Members present and voting personally, and in the event of equality of votes the President shall have a casting vote.
- 7.3.5 If for any reason the Council is unable to make a final decision in relation to any matter in accordance with the procedure outlined above, then such matter shall be determined at a Special General Meeting which shall be called within three (3) months and where the decision in respect of such matter shall be final and binding on the Council.

### **7.4 Disqualification of Council members**

The office of Council Member shall become vacant if a Council Member is:-

- 7.4.1 Absent without obtaining leave from three consecutive Council Meetings; or
- 7.4.2 No longer the duly appointed representative of the group by whom he/she was originally nominated; or
- 7.4.3 Fails to attend at least 75% of meetings in a twelve (12) month period; or
- 7.4.4 Permanently incapacitated by ill health; or
- 7.4.5 Expelled as a member under these rules; or
- 7.4.6 Disqualified from being a member by the Act.

## **8 THE SEAL**

The Association shall have a common seal upon which its corporate name shall appear in legible characters.

The seal shall not be used without the express authorisation of the Council, and every use of the seal shall be recorded in the minute book of the Association. The affixing of the seal shall be witnessed by the President and the Public Officer.

## **9. MEETINGS**

### **9.1 Annual General Meetings**

- 9.1.1 The Council shall call an annual general meeting in accordance with the Act and these rules.

- 9.1.2 The order of the business at the meeting shall be;
- a. The President of Council shall provide an annual report of the Association to the Annual General Meeting.
  - b. The confirmation of the minutes of the previous annual general meeting and of any special general meeting held since that meeting.
  - c. The consideration of the accounts and reports of the committee and the auditor's report.
  - d. The election of committee members.
  - e. The appointment of auditors.
  - f. Any other business requiring consideration by the Association in general meeting.

## **9.2 Special General Meeting**

- 9.2.1 The Council may call a special general meeting of the Association at any time.
- 9.2.2. Upon a request in writing of not less than 5% of the total number of members of the Association, the Council shall, within one month of the receipt of the request, convene a special general meeting for the purpose specified in the request.
- 9.2.3 Every request for a special general meeting shall be signed by the relevant members and shall state the purpose of the meeting.
- 9.2.4. If a special general meeting is not convened within one month, as required by 9.2.2 above, those who made the request, or at least 50% of their number, may convene a special general meeting. Such a meeting shall be convened in the same manner as nearly as practical as a meeting convened by the Council, and for this purpose the Council shall ensure that those making the request are supplied free of charge with names and contact information of the members entitled to receive a notice of meeting.  
The reasonable expenses of convening and conducting such a meeting shall be borne by the Association.

## **9.3 Notice of general meetings**

- 9.3.1 At least fourteen (14) days' notice of any meeting shall be given to members. The notice shall set out where and when the meeting will be held, and particulars of the nature of the business to be transacted at the meeting.
- 9.3.2 Notice of a meeting at which a special resolution is to be proposed shall be given at least twenty one (21) days prior to the date of the meeting.
- 9.3.3 A notice may be given by the Association to any member by serving the member with the notice personally, or by sending it by post to the address appearing in the register of members.
- 9.3.4. Where a notice is sent by post:
- a. The service is effected by properly addressing, prepaying an posting a letter or packet containing the notice, and
  - b. Unless the contrary is proved, service will be taken to have been effected at the time at which the letter or packet would be delivered in the ordinary course of post.

## **9.4 Proceedings at general meetings**

- 9.4.1 Ten (10) members present personally or by proxy shall constitute a quorum for the transaction of business at any general meeting.
- 9.4.2 If within thirty (30) minutes after the time appointed for the meeting a Quorum of members is not present, a meeting convened upon the request of members shall lapse. In any other case, the meeting shall stand adjourned to the same day in the

next two weeks, at the same time and place and if at such adjourned meeting a quorum is not present within thirty (30) minutes of the time appointed for the meeting the members present shall form a quorum.

9.4.3 Subject to 9.4.4, the President shall preside as chairperson at a general meeting of the Association.

9.4.4 If the President is not present within five minutes after the time appointed for holding the meeting, or he or she is present but declines to take or retires from the chair, the members may choose a Council member or one of their own number to be the chairperson of that meeting.

## **9.5 Voting at general meetings**

9.5.1 Unless otherwise specified in this Constitution, all questions arising at general meetings shall be decided by a simple majority.

9.5.2 Subject to these rules, every member of the Association has only one (1) vote at a meeting of the Association.

## **9.6 Poll (where votes are cast in writing) at general meetings**

9.6.1 If a poll is demanded by at least five (5) members, it must be conducted in a manner specified by the person presiding and the result of the poll is the resolution of the meeting on that question.

9.6.2 A poll demanded for the election of a person presiding or on a Question of adjournment must be taken immediately, but any other poll may be conducted at any time before the close of the meeting.

## **9.7 Special and ordinary resolutions**

9.7.1 A special resolution as defined in the Act.

9.7.2 An ordinary resolution is a resolution passed by a simple majority at a general meeting.

## **9.8 Proxies**

A member shall be entitled to appoint in writing a natural person who is also a member of the Association to be their proxy, and attend and vote at any general meeting of the Association.

## **10. MINUTES**

Proper minutes of all proceedings of meetings of the Association and of the Council shall be signed by the President and ratified at the next meeting, and entered in minute books kept for the purpose.

## **11 DISPUTE RESOLUTION**

11.1 The dispute resolution procedure applies to disputes between -  
a. A member and another member.  
b. A member and the Association.

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

11.3 If the parties are unable to resolve the dispute at the meeting the parties may choose to meet and discuss the dispute before an independent third person agreed to by the parties.

11.4. A person who has ceased to be a member within the previous six (6) months will be considered a “member” for the purposes of lodging a dispute.

## **12. FINANCIAL REPORTING**

### **12.1 Financial Year**

The financial year of the Association shall be the period of twelve (12) months ending on 30<sup>th</sup> June of each year.

### **12.2 Accounts to be kept**

The Association shall keep and retain such accounting records as are necessary to correctly record and explain the financial transactions and financial position of the Association in accordance with the Act.

### **12.3 Accounts and reports to be laid before members**

The accounts, together with the auditor’s report on the accounts, the committee’s statement and the committee’s report, shall be laid before members at the annual general meeting.

### **12.4 Annual returns**

The annual return shall be lodged with the Commission within six (6) months after the end of each financial year. It must be accompanied by a copy of the accounts, the auditor’s report, the committee’s statement, and the committee’s report.

### **12.5 Appointment of auditor**

12.5.1 At each annual general meeting, the members shall appoint a person to be auditor of the Association.

12.5.2 The auditor shall hold office until the next annual general meeting and is eligible for re-appointment.

12.5.3 If an appointment is not made at an annual general meeting, the committee shall appoint an auditor for the current financial year.

### **12.6 Dispersal of monies raised**

12.6.1 The income and capital of the Association shall be applied exclusively to the promotion of its objects and no portion shall be paid or distributed directly or indirectly to members or their associates except as bona fide remuneration of a member for services rendered or expenses incurred on behalf of the Association.

12.6.2 Surplus funds resulting from fundraising activities shall be provided for the benefit of WCH.

### **12.7. Bank accounts**

The signatories to any bank account operating in the name of or on behalf of the Association shall be such persons as shall be appointed by the Council.

## **14. WINDING UP**

The Association may be wound up in the manner provided for in the Act.



## **15 APPLICATION OF SURPLUS ASSETS**

In the event of the organisation being dissolved, the amount that remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to another organisation with similar purposes which is not carried on for the profit or gain of its individual members.

## **16. RULES**

This Constitution may be altered (including an alteration to the Association's name) by special resolution of the members of the Association. This includes rescission or replacement by substitute rules.

This Constitution shall bind the Association and every member.