



Palliative Care WA (Inc)

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CONSTITUTION

PALLIATIVE CARE W.A. INCORPORATED
Western Australian Association Number A0822230Y

1. NAME

The name of the Association is Palliative Care W.A. Incorporated.

2. INTERPRETATION

In the context of this Constitution-

- a) "Act" or "the Act" means the Western Australian Associations Incorporation Act 1987.
- b) "Palliative care" is an approach that improves the quality of life of patients and their families facing problems associated with life-threatening illness, through the prevention and relief of suffering by means of the early identification and impeccable assessment and treatment of pain and other problems, physical, psychosocial and spiritual (World Health Organisation 2002).
- c) "End of life" is the part of life where a person is living with, and impaired by, an eventually fatal condition, even if the prognosis is ambiguous or unknown (Palliative Care Australia 2008).
- d) The "Executive Committee" or "Executive" means the committee elected by the Association to manage the affairs of the Association.
- e) "Association" or "The Association" means the Association registered as "Palliative Care W.A. Incorporated"
- f) "Member" means a financial member, or Honorary Life Member, of the Association.

3. AIMS

The aims of the Association are to:

- a) be a representative community organisation which seeks to improve the quality of care and support available to all Western Australians at the end of life
- b) promote the principles and practices of palliative care with the intention of enhancing the broader community's capacity to provide care and support at the end of life
- c) advocate for appropriate services and benefits for Western Australians confronting issues and problems commonly associated with the end of life
- d) advocate for appropriate palliative care education and training for all who provide care and support to people at the end of life
- e) promote the aims of the Association through cooperation and collaboration with stakeholders in palliative and end of life care
- f) act as a coordinating body and information resource for organisations and service agencies which provide care at the end of life and which promote the principles and practices of palliative care
- g) establish and maintain committees which are active in areas including, but not limited to, clinical services, standards and quality, education and community capacity building.

4. POWERS

The Association shall have the following powers, to be exercised through an elected Executive Committee -

- a) To determine and collect membership fees, raise funds and accept subscriptions and donations of real or personal property and gifts by will for all or any of the Association's stated aims and objects.

- b) To invest any moneys of the Association not immediately required in any security authorised by the law of Western Australia for the investment of trust funds and generally to manage, invest and expend all moneys and properties belonging to the Association.
- c) To purchase, take on lease or in exchange, and hire or otherwise acquire any real or personal property that may be deemed necessary or convenient for any of the objects or purposes of the Association.
- d) To subscribe or donate to or become a member of and co-operate with, any body of persons whose objects are altogether or in part similar to those of this Association.
- e) To print and publish or assist in or promote the printing and publishing of any newspapers, periodicals, books, monographs, articles, leaflets or any other undertaking that the Association may think desirable for the promotion of its objects and distribute such publications as it may think fit.
- f) To appoint staff (paid or voluntary) and define their duties according to the attainment of its aims.
- g) To do all such other lawful things as are incidental or conducive to the attainment of its aims.
- h) In addition, the Executive Committee may borrow money upon such terms and conditions as it thinks fit, and
- i) give such security for the discharge of liabilities incurred by the Association as it thinks fit.

5. INCOME AND PROPERTY

The property and income of the Association shall be applied solely towards the promotion of the objects or purposes of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members of the Association, except in good faith in the promotion of those objects or purposes.

6. MEMBERSHIP

- a) Membership of the Association shall consist of the following categories-
 - (1) Ordinary Members
 - (2) Member Organisations
 - (3) Honorary Life Members
 - (4) Family Members

Ordinary Members

- b) Any person over the age of 18 years shall be eligible for ordinary membership.

Member Organisations

- c) Member Organisations shall be any Board, Service, Fund, Society, Company, Association (whether Incorporated or not), Statutory Body, or any Department of the Commonwealth Government or Department of the Government of any State or Territory of Australia whose application for membership is approved by the Executive Committee.
- d) Member Organisations may appoint one representative to the Association who may represent that Organisation at any meeting of the Association and may have all rights given to members under this Constitution, except appointment to the Executive Committee.
- e) The Member Organisation may appoint a proxy to act in place of its representative. Notice of the appointment of a representative (or any proxy) shall be given in writing by the Organisation not fewer than seven days prior to the first meeting of the Association that the representative (or proxy) is to attend.

Honorary Life Members

- f) An Honorary Life Member shall be any person eligible to be an Ordinary Member who in the opinion of the Executive Committee has rendered outstanding service to the Association or to the cause of Hospice Palliative Care in Western Australia.
- g) Nominations for Honorary Life Membership may be made to the Executive Committee by any Ordinary Member or Member Organisation. Approval of the nomination will be by simple majority of the Executive Committee.

Family Members

- h) A Family Member shall be any family whose application for membership is approved by the Executive Committee.
- i) Family Members may appoint one person to represent that family at any meeting of the Association and may have all rights given to members under this Constitution, except appointment to the Executive Committee.

Membership Fees

- j) The annual membership fee paid by Ordinary Members and Member Organisations shall be determined by the Executive Committee. Membership fees shall be due on the first day of July each year. Membership shall be deemed to have lapsed if the membership fee is not paid by the first day of November of the same year. The Executive Committee shall cause to be sent advice that membership has lapsed, but may on application and payment of the membership fee reinstate the person or organisation to membership.

Cessation of Membership

- k) Any member of the Association may be expelled by resolution of the Executive Committee passed by a two third majority. Notice in writing of the proposed resolution shall be sent to the member concerned (together with specific details of the complaint(s) from which the resolution has arisen) not less than seven days before the date fixed for the meeting at which the resolution is to be put. The member shall also be advised of the right to attend the meeting to rebut the complaint(s).
- l) Any member may resign from the Association by written notice to the Executive Committee. The resignation shall be effective from the date of the receipt but shall not entitle the member to any refund of the subscription paid in respect of that year of membership.

7. PATRON

The Association may in its discretion from time to time appoint a Patron and the person so appointed need not to be a member of the Association.

8. OFFICERS OF THE ASSOCIATION

- a) The Officers of the Association shall be as follows-
 - (1) President
 - (2) Vice-President
 - (3) Honorary Secretary
 - (4) Honorary Treasurer
- b) The duties of the Officers other than the President shall be determined by the Executive Committee and documented in the Association's by-laws.

9. PRESIDENT

Election and Term of Office

- a) The President shall be elected by the Membership at the Annual General Meeting for a two year term and following this, as the Immediate Past President, shall serve for a further one year as an Ex Officio member with full voting rights. No election for the Ex-Officio year will be required.

Duties

- b) The President shall chair all General Meetings of the Association. In the absence of the President such meetings will be chaired by the Vice-President or such other person as a majority of the meeting may elect.
- c) The President shall act as a spokesperson unless an alternative spokesperson has been appointed by the Executive Committee. The spokesperson shall make statements in accordance with a previous agreed position, or in an emergency following, consultation with at least two members of the Executive Committee. The President or appointed spokesperson shall report back to the Executive Committee.

10. ELECTION AND RETIREMENT OF OFFICERS AND MEMBERS OF THE EXECUTIVE COMMITTEE

- a) There shall be an Executive Committee consisting of the Officers of the Association and six (6) General Members.
- b) The election of the Officers and General Members of the Executive Committee shall be as follows-
 - (1) Candidates for the positions of Officers and General Members of the Executive Committee must be nominated in writing by a member of the Association with voting rights.
 - (2) Each nominee must indicate a willingness to stand for election.
 - (3) Members of the Executive Committee shall be appointed by the Membership of the Annual General Meeting.
 - (4) At each Annual General Meeting fifty percent (50%) of the Executive Committee shall retire and shall be eligible for re-nomination.
 - (5) In the event of the nominations exceeding the number of vacancies, a ballot shall be conducted at the Annual General Meeting. If nominations do not exceed vacancies the persons nominated shall be declared elected.

Casual Vacancies

- c) A casual vacancy occurs in the office of a Committee member, and that office becomes vacant, if the Committee member-
 - (1) dies
 - (2) resigns by notice in writing delivered to the President or, if the Committee member is the President, to the Vice-President
 - (3) is convicted of an offence under the Act
 - (4) is permanently incapacitated by mental or physical ill-health
 - (5) is absent from more than 3 Executive Committee meetings in the same financial year, of which he or she has received notice, without tendering an apology to the person presiding at each of those Executive Committee meetings, or
 - (6) ceases to be a member of the Association.

- d) If a casual vacancy should arise on the Executive Committee, the Executive Committee may fill of that vacancy subject to the following provisions-
 - (1) Either a member of the Executive Committee or of the Association may be appointed by the Executive Committee to fill the vacancy. Any members so appointed shall hold office for the remaining duration of the term of that vacancy.
 - (2) If a General Member of the Executive Committee is appointed to fill the casual vacancy of an Officer Bearer, a casual vacancy shall arise and the Executive Committee may appoint a member of the Association to fill the vacancy. The member so appointed shall hold office for the remaining duration of the term of that vacancy.
 - (3) All members appointed to fill casual vacancies shall be eligible for election to the Executive Committee at the Annual General Meeting held at the end of the term of that vacancy.

Co-Opting Members

- e) The Executive Committee shall have the absolute power and discretion to appoint as many additional committee members as it considers necessary. Such co-opted members, who shall have the right to speak but not to vote, shall serve for the current financial year only, but will, at the Executive Committee's discretion, be eligible for re-appointment.

11. COMMITTEES

- a) From time to time Committees may be appointed from the membership of the Association, by the Executive Committee, to address tasks in specialised areas in support of the aims of the Association.
- b) Duties and reporting requirements of each Committee shall be determined by the Executive Committee.
- c) The terms of office of the members of a Committee and their eligibility for appointment shall be determined from time to time by the Executive Committee.
- d) At least one member of each such Committee shall be a member or co-opted member of the Executive Committee. Other members of each such Committee may be co-opted as required.

12. POWERS OF THE EXECUTIVE COMMITTEE

- a) The Executive Committee under the authority of the Association shall act in accordance with the Constitution in all matters in relation to formulation of policy, expenditure of funds, acquisition and control of assets, contractual obligations, borrowing and granting money, appointment of committees, operation of Bank Accounts, and hiring and dismissal of staff.

13. MANAGEMENT

- a) The management of the Association shall be under the control of an Executive Committee, but the day to day affairs of the Association shall be conducted by the Officers, provided that the Officers shall conform to any regulations which may from time to time be imposed by the Executive Committee, and provided that all recommendations including policy changes, capital expenditure above \$500, or staff appointments & dismissals, are approved by the Executive Committee before implementation. Officers' duties may, from time to time, be delegated to other Committees or staff of the Association by agreement of the Executive Committee.

- b) The Executive Committee shall cause to be kept a proper register of-
 - (1) Members of the Association
 - (2) Delegates to other organisations
 - (3) Co-opted individuals appointed to the Executive Committee and/or its Sub-committees
 - (4) Officers and staff of the Association; and
 - (5) Delegates, co-opted individuals, officers and staff attending each properly convened meeting of the Association.
- c) The Executive Committee shall be responsible for the custody of the books, documents, records and securities of the Association and shall make them available for inspection within office hours, upon request of a member.

14. ACCOUNTS

- a) The Executive Committee shall keep proper accounts of the income and general expenditure of the Association and shall submit at each Annual General Meeting a report and Audited Financial Statement and Balance Sheet for the year ending on the 30th day of June.
- b) The auditor shall audit yearly the accounts of the Association and every auditor shall be a qualified accountant. The auditor shall hold office for one year and shall be elected by the members. In the event of a vacancy in the office of auditor the same shall be filled by a person appointed by the Executive Committee, and the person so appointed shall hold office until the 30th day of June next following their appointment.
- c) The Executive Committee shall appoint the Bankers of the Organisation and from time to time authorise any two of the officers of the Executive Committee or staff to sign cheques. Any cheques payable to the order of the Association may be endorsed by the cheque signatories as appointed by the Executive Committee.

15. EXECUTIVE COMMITTEE MEETINGS

- a) A schedule of Executive Committee meetings will be made public to the general membership. Any member may request for an item to be placed on the agenda providing that fourteen (14) days notice in writing of same is given to Secretary.
- b) Routinely, Executive Committee meetings will be open to Executive Committee members and co-opted members only, however the Executive Committee has absolute discretion in issuing invitations to non-members.
- c) The Executive Committee shall meet together for the dispatch of business not less than eight times in each year. The President may at any time convene a meeting of the Executive Committee.
- d) Each Executive Committee member has a deliberative vote.
- e) A question arising at an Executive Committee meeting shall be decided by a majority of votes, but, if there is a equality of votes, the motion shall lapse.
- f) At an Executive Committee meeting, five (5) Committee members constitute a quorum.
- g) Subject to these rules, the procedure and order of business to be followed at an Executive Committee meeting shall be determined by the Committee members present at the Committee meeting.
- h) An Executive Committee member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with that section.

16. GENERAL MEETINGS

- a) All General Meetings (whether Annual or Special) shall be held at such time and place as the Executive Committee shall determine and fourteen (14) days notice in writing thereof shall be given to members.
- b) At a General Meeting (whether Annual or Special) ten members shall form a quorum.
- c) The Executive Committee may at any time, and shall on receipt of a written request signed by not less than ten members stating the objects of such, summon a Special General Meeting of the Association to be held not later than six weeks after the receipt of such a request. If the Executive Committee neglects to summon such Special General Meeting to be held within the time aforesaid, the requestors may summon such meeting. The notice convening such meeting shall specify the particular matter or matters to be discussed and no resolution thereat shall be binding unless at least one-tenth of the members are present and take part in the voting, and no business other than that specified in the requisition shall be transacted.
- d) At every General Meeting (whether Annual or Special) the President shall preside. In the absence of the President, the Vice-President shall preside and in the absence of the President and Vice-President the Chair shall be taken by such member as the meeting shall then elect.
- e) Where a financial member of the Association is unable to attend a General Meeting they shall be entitled to appoint a proxy to vote on their behalf when a matter requiring resolution occurs at that meeting. The nominated proxy may either be the President, or in their absence the Chairperson of the meeting, or another financial member of the Association. Notification of a proxy must be made on the prescribed proxy form and forwarded to the Secretary no later than 48 hours before a meeting.
- f) No member shall have more than one vote.
- g) In the case of an equality of votes the motion shall lapse.
- h) Except when otherwise decided all voting shall be by show of hands.
- i) No person shall vote on any matter in which he or she is personally interested pecuniarily, or debate for him/her to so vote on, or debate such matter.

17. ANNUAL GENERAL MEETINGS

The following shall be the order of business at every Annual General Meeting-

- a) Confirmation of the minutes of the last Annual General Meeting and of any Special General Meeting held since the proceeding Annual General Meeting.
- b) Receipt of the Annual Balance Sheet and Accompanying Accounts and Reports of the Executive Committee and the Auditor and adoption of the same or otherwise. The said Balance Sheet shall be prepared as at, and other accounts shall cover the year ending on the 30th day of June immediately preceding the meeting.
- c) The election of the Executive Committee in accord with sections 10(a) and 10(b), and subsections, of this Constitution.
- d) The appointment of an Auditor in accord with section 14(b) of this Constitution.
- e) Any special business of which notice has been given or which has been brought forward by the Executive Committee.
- f) General Business.

18. MINUTES OF GENERAL MEETINGS

The minutes of every General Meeting (whether Annual or Special) shall be entered and kept in a minute book and such minutes when so signed shall be conclusive evidence that the proceedings minuted therein were regular and actually took place as minuted at a meeting duly convened and held and shall be binding on all the members of the Association except as to any irregular proceedings so declared and annulled at a Special General Meeting called for that purpose and held within three (3) months after the holding of such General Meeting.

19. ADOPTION AND ALTERATION OF THE CONSTITUTION

The Constitution may be adopted, altered, added to or repealed at any General Meeting (Annual or Special) of the Association provided that the notice convening such meeting shall have specified the proposed alterations, additions, repeal or new rules and the same shall have been passed and approved by at least three fourths (3/4) of the members personally present and voting at such meeting. The Deputy Commissioner of Taxation will be advised of any amendments to the Constitution.

20. DISSOLUTION

- a) The Association may be dissolved or wound up by a resolution at any Annual General Meeting or at a Special General Meeting called for such purpose. The resolution shall have been passed and approved by at least three fourths (3/4) of the members personally present and voting at such meeting. The Australian Taxation Office will be notified of the date of dissolution of the fund.
- b) If upon the dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed among the members or former members of the Association but shall be given or transferred to another Association incorporated under the Act which has similar objectives and to which income deductible gifts can be made as approved by the Commissioner for Taxation, and which Association shall be determined by resolution of the members.

21. COMMON SEAL

The Secretary shall ensure the safekeeping of the Common Seal of the Association which shall be affixed to any document only pursuant to a resolution of the Executive Committee. The affixation of the Seal shall be witnessed by the President and the Secretary together.