



# AMERICAN WOMEN'S CLUB OF PERTH

## *Constitution*

---

In accordance with the  
ASSOCIATIONS INCORPORATION ACT 1987  
and amendments  
of WESTERN AUSTRALIA

Revised with DOCEP Approval: March 2006

Printed: June 2006

Digital: March 2017

1. THE NAME

The name of the body shall be the "American Women's Club of Perth" (hereinafter referred to as "the Club").

2. DEFINITIONS

In these rules –

- (A) "Board" means Committee;
- (B) "Club" means Association;
- (C) "Member" means member of the Club;
- (D) "Financial year" has the meaning given to it by Section 3 (1) of the Act;
- (E) "Special resolution" has the meaning given by Section 24 of the Act;
- (F) "The Act" means the Associations Incorporation Act 1987.

3. OBJECTS

The objects of the Club are –

- (A) To promote good fellowship and cooperation among women of Western Australia.
- (B) To promote and facilitate communication between American Women.
- (C) To sponsor social, recreational, cultural and welfare activities.
- (D) To encourage and promote understanding and goodwill between the people of the United States and Australia.
- (E) To do all such other things as are incidental or conducive to the attainment of the objects and exercise of the powers of the Club.

4. POWERS OF THE CLUB

The powers conferred on the Club by Section 13 of the Act are subject to the following additions, exclusions or modifications;

- (A) To keep a record of the Club, its activities, and of its affiliated bodies in the form of archives.
- (B) To print or publish or join in printing or publishing newsletters or any information which the Club may from time to time think desirable.
- (C) To apply for and receive donations, grants, loans, and/or other moneys from public or private sources.

- (D) To borrow or raise or secure payment of money in such manner as the Club thinks fit.
- (E) To invest any moneys not immediately required upon such securities as may be determined by the Club.
- (F) To become affiliated with or subscribe to and be represented upon any other association or body whose objectives are similar to those of the Club and to withdraw from any such association or body.
- (G) To purchase, take on lease or in exchange, hire or otherwise acquire any real or personal property or any rights or privileges which the Club may think necessary or convenient.
- (H) To take and defend all legal proceedings by or on behalf of the Club.
- (I) To do all other things incidental to or conducive to the attainment of its objectives.
- (J) To have and exercise all powers conferred upon an Association incorporated under the Associations Incorporation Act 1987 and Amendments and re-enactments thereof for the time being in force in Western Australia as being intended that the provisions of the Constitution shall be construed as in amplification of the said Statutory powers now and hereafter conferred upon such Associations and not in substitution thereof.

## 5. MEMBERSHIP AND VOTING

- (A) Membership of the Association is open to –
  - 1) Women who are American nationals by birth or naturalization;
  - 2) Women who are married to American nationals and widows of American nationals;
  - 3) Women who are Canadian nationals or who are married to, or widowed from, Canadians as determined in Club By-Laws;
  - 4) Associate Members (non-voting) subject to by-laws of the Club;
  - 5) Special Members (non-voting) may be admitted from the public upon such terms as the Club may from time to time by resolution of a two-

thirds majority of members present, eligible to vote and voting at any General Meet of the Club decide.

(B) A person who wishes to become a member shall apply for membership to the Committee in writing in such form as the Board from time to time directs;

(C) The Board members shall consider each application at a Board Meeting.

6. REGISTER OF MEMBERS OF THE CLUB

(A) The Board shall on behalf of the Club keep and maintain the register of members in accordance with Section 27 of the Act and that register shall be so kept and maintained at the place of residence of a member of the Board.

(B) The Board shall cause the name of a person who dies or who ceases to be a member under the rules of this constitution to be deleted from the register of members referred to in subrule (A).

7. SUBSCRIPTIONS OF MEMBERS OF THE CLUB

(A) The members shall from time to time at a General Meeting determine the amount of the subscription to be paid by each member.

(B) Each member shall pay to the Treasurer annually on such date as the Board from time to time determines, the amount of the subscription determined in the By-Laws. Each member shall pay on joining an entrance fee.

(C) A member whose subscription is not paid within 2 month after the relevant date fixed in the By-Laws ceases on the expiry of that period to be a member, unless the Board decides otherwise.

(D) A member is a financial member for the purposes of these rules if her subscription is paid on or before the relevant date fixed by the By-Laws.

8. RESIGNATION OF MEMBERS OF THE CLUB

A member who delivers notice in writing of her resignation from the Club to the Secretary or another Committee member ceases to be a member on that delivery.

9. EXPULSION OF MEMBER OF THE CLUB

(A) If the Board considers that a member should be expelled from membership of the Club because of conduct detrimental to the Club, it should proceed as follows: -

- 1) Communicate in writing to the member particulars of the offending conduct and notice of the proposed expulsion.
- 2) Invite the member to attend the Board Meeting at which the relevant matter is to be discussed and decided.
- 3) Include in its communication the time, date, and place of said meeting and dispatch the invitation not less than 30 days before the relevant Board Meeting.

(B) At the Board Meeting referred to the Board may, having afforded the member concerned a reasonable opportunity to be heard, expel or decline to expel her from membership of the Club and shall communicate that decision to her within two weeks.

(C) A member who is expelled from membership of the Club ceases to be a member 14 days after the day on which the decision so to expel her is communicated to her.

#### 10. BOARD OF MANAGEMENT

(A) The affairs of the Club shall be managed exclusively by a Board of Management consisting of a:

- 1) President;
- 2) 1<sup>st</sup> Vice President – Membership;
- 3) 1<sup>st</sup> Vice President – Welcome;
- 4) 2<sup>nd</sup> Vice President;
- 5) Secretary;
- 6) Treasurer;
- 7) Director-at-Large;
- 8) Advisor;

All of whom shall be voting members of the Club elected to membership of the Board at an Annual General Meeting excepting the advisor who

shall be the retiring President and, therefore, not elected. Duties not defined herein will be determined by Club By-Laws.

(B) At the commencement of the first Annual General Meeting to be held after the incorporation of the Club under the Act, the Board shall be elected by a ballot to be held and shall hold office until the conclusion of the next Annual General Meeting at which their successors are elected. Retiring members may be eligible for re-elections.

(C) Election of Officers

- 1) Nominations for the Board of Directors shall be taken by a Nominating Committee.
- 2) All nominees must give their consent before being added to the Nominating Committee's list of nominees.
- 3) Nominations may be accepted from the floor at a General Meeting including at the meeting where the election will be conducted.
- 4) The election shall be in the charge of the Secretary and the Treasurer and shall be by secret ballot exception the case of (F) below.
- 5) Voting shall be by simple majority for each separate position. Every financial Voting Member is entitled to one vote for each position, except Advisor which is not an elected position.

(D) A person who is eligible for election or re-election under this rule may at the Annual General Meeting concerned –

- 1) Propose herself for election or re-election;
- And
- 2) Vote for herself

(E) The Secretary shall ensure that notice of all persons seeking election to membership for the Board is given to all voting members present at the Annual General Meeting at which the election is held.

(F) If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies in that membership to be filled –

- 1) The Secretary shall report accordingly to;

And

- 2) The President shall declare those persons to be duly elected as members of the Committee at;

The Annual General Meeting concerned.

(G) When a casual vacancy occurs in the membership of the Board –

- 1) The Board may appoint a member under the By-Laws to fill that vacancy; and
- 2) A member appointed under this subrule shall –
  - i. Hold office until commencement of;

And

- ii. Be eligible for election to member of the Committee at;

The next following Annual General Meeting.

#### 11. PRESIDENT

(A) The President shall preside at all General Meetings and Board Meetings.

(B) In the event of the absence from –

- 1) A General Meeting of the President and the 1<sup>st</sup> Vice Presidents, the 2<sup>nd</sup> Vice President shall conduct the meeting. They not being available, the Director-at-Large shall take charge unless otherwise decided prior to the meeting by a majority vote of the Board.
- 2) A Board Meeting of the President and the 1<sup>st</sup> Vice Presidents, a Board member elected by the other Board members present, shall preside over the Board Meeting.

#### 12. SECRETARY

The Secretary shall –

- (A) Coordinate the correspondence of the Club;
- (B) Keep full and correct minutes of the proceedings of the Board and of the Club;
- (C) Comply on behalf of the Club with –
  - a. Section 27 of the Act in respect of the register of members of the Club;

- b. Section 28 of the Act in respect of the rules of the Club; and
  - c. Section 29 of the Act in respect of the record of the office holders, and any trustees, of the Club;
- (D) Have custody of all books, documents, records and registers of the Club, including those referred to in paragraph (C), other than those required by rule 13 to be kept and maintained by, or in the custody of the Treasurer; and
- (E) Perform such other duties as are imposed by these rules on the Secretary.

### 13. TREASURER

The Treasurer shall –

- (A) Be responsible for the receipt of all moneys paid to or receive by, or received by her on behalf of, the Club and shall issue receipts for those moneys in the name of the Club;
- (B) Pay all moneys referred to in paragraph (A) into such account or accounts of the Club as the Board may from time to time direct;
- (C) Make payments from the funds of the Club with the authority of a General Meeting or of the Board and in so doing ensure that all checks are signed by 2 Board members, they being the President, Secretary or Treasurer;
- (D) Comply on behalf of the Club with Sections 25 and 26 of the Act in respect of the accounting records of the Club;
- (E) Submit a report, balance sheet or financial statement to the Board at every Board Meeting and have a financial statement available at all General Meetings;
- (F) Have custody of all securities, books and documents of a financial nature and accounting records of the Club, including those referred to in paragraphs (D) and (E).
- (G) Chair a Budget Committee which shall be established by the Board. This Committee shall prepare a budget for the estimate expenditures for the year. This shall be presented to the general membership for approval at the General Meeting following installation of officers;

(H) Review particular budgets for major undertakings of the Club and report to the Board; and

(I) Perform such other duties as are imposed by these rules on the Treasurer.

14. 1<sup>st</sup> and 2<sup>nd</sup> VICE PRESIDENTS

These elected officers will assist the President and have responsibilities and duties as stated in the By-Laws.

15. DIRECTOR-AT-LARGE AND ADVISOR

(A) Director-at-Large shall be an elected official who will be on call to temporarily fill any Board vacancy except that of the President.

(B) Advisor shall be the outgoing president or a previous president in the case that the immediate past president is not available to serve. Duties and responsibilities as outlined in the By-Laws.

16. CASUAL VACANCIES IN BOARD MEMBERSHIP

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member –

(A) Dies;

(B) Resigns by notice in writing delivered to the Board;

(C) Is convicted of an offence under the Act;

(D) Is permanently incapacitated by mental or physical ill health;

(E) Is absent from more than –

1) Three (3) consecutive Board Meetings; or

2) Three (3) General or Board Meetings in the same financial year, or which she has received notice without tendering an apology to the person presiding at each of those Board meetings; or

(F) Ceases to be a member of the Club.

17. BOARD PROCEEDINGS

(A) The Board shall meet together for the dispatch of business not less than once a month and the President may at any time convene a Meeting of the Board.

(B) Each Board member has a deliberative vote.

- (C) A question arising at a Board meeting shall be decided by a majority of votes, but, if there is an equality of votes, the person presiding at the Board Meeting shall have a casting vote in addition to her deliberative vote.
- (D) At a Board Meeting 4 Board members constitute a quorum.
- (E) Subject to these rules, the procedure and order of business to be followed at a Board Meeting shall be determined by the Board members present.
- (F) A Board member having any direct or indirect pecuniary interest referred to in Section 21 or 22 of the Act shall comply with the section.
- (G) The Board of Directors shall have the power to incur indebtedness for only budgeted and current expense of the Club with the exception of a fund which will be under the direction of the Board. The amount and guidelines for its use shall be as stated in the Club By-Laws. Any other indebtedness requires a simple majority vote of the members present at any legally authorized General Meeting.
- (H) Decisions of the Board shall be referred to the Club for approval or otherwise at the next regular General Meeting.
- (I) The Board shall have the power to make immediate decisions if a situation arises that requires immediate action.
- (J) The Board shall have the power to appoint committees as required.

#### 18. GENERAL MEETINGS

- (A) The Board –
  - 1) Shall convene General Meetings as prescribed in the Club By-Laws;
  - 2) May at any time concene a Special General Meeting;
  - 3) Shall convene Annual General Meetings within the time limits provided for the holding of Annual General Meetings by Section 23 of the Act; and
  - 4) Shall, within 30 days of receiving a request in writing to do so from not less than 5 members convene a Special General Meeting for the purpose specified in that request.
- (B) The members making a request referred to in subrule (A)(4) shall –

- a. State in that request the purpose for which the Special General Meeting concerned is required; and
  - b. Sign that request.
- (C) If a Special General Meeting is not convened within the relevant period of 30 days referred to in subrule (A)(3) the members who made the request concerned may themselves convene a Special General Meeting as if they were the Board; or
- (D) When a Special General Meeting is convened under subrule (A)(3) –
  - 1) The Board shall ensure that the members or member convening the Special General Meeting are supplied free of charge with the particulars of all members; and
  - 2) The Club shall pay the reasonable expenses of convening and holding the Special General Meeting.
- (E) Subject to subrule (H), the Board shall give to all members not less than 7 days notice of a General Meeting.
- (F) A notice given shall specify when and where the General Meeting is to be held.
- (G) In the case of an Annual General Meeting, the order in which business is to be transacted is –
  - a. First, the consideration of the accounts and reports of the Board;
  - b. Second, the election of Board members to replace outgoing Board members; and
  - c. Third, any other business requiring consideration by the Club in a General Meeting.
- (H) The Board shall give to all members not less than 21 days notice of a General Meeting at which a special resolution is to be proposed and of any other motions to be moved at that General Meeting.
- (I) The Board/Secretary may give a notice by sending it to a member at the address of the member appearing in the register or members kept and maintained under Section 27 of the Act.

19. QUORUM FOR GENERAL MEETINGS

At a General Meeting –

- (A) Ten (10) voting members present in person constitute a quorum.
- (B) An ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
- (C) A special resolution put to the vote shall be decided in accordance with Section 24 of the Act.
- (D) If a poll is taken declaration by the President of the result is evidence of the matter so declared.

20. MINUTES OF MEETINGS

- (A) The Secretary shall cause proper minutes of all proceedings of all General Meetings and Board Meetings to be taken and then to be entered within 30 days after the holding of each General Meeting or Board Meetings, as the case requires, in a minute book kept for that purpose.
- (B) The President shall ensure that the minutes taken of a General Meeting or Board Meeting are checked and then signed as correct by the President of the General Meeting or Board Meeting to which those minutes relate.
- (C) When minutes have been entered and signed as correct they shall be evidence that –
  - 1) The meeting was duly convened and held
  - 2) All proceedings recorded as having taken place at the meeting did in fact take place thereat; and
  - 3) All appointments or elections purporting to have been made at the meeting have been validly made.

21. VOTING RIGHTS OF MEMBERS

Subject to these rules, each voting member present in person or by proxy at a General Meeting is entitled to a deliberative vote.

22. PROXIES OF MEMBERS

A voting member may appoint in writing another voting member to be the proxy of the appointing member and to attend and vote on behalf of the appointing member at General Meetings.

23. RULES OF THE CLUB

- (A) The Club may alter or rescind these rules, or make additional rules, in accordance with the procedure set out in Sections 17, 18 and 19 of the Act.
- (B) These rules bind every member and the Club to the same extent as if every member and the Club had signed and sealed these rules and agreed to be bound by all their provisions.

24. BY-LAWS OF THE CLUB

The Board may make By-Laws consistent with the Constitution for the regulation and management of the Club and its activities and for the election of officers and of members, and may alter, amend or rescind them as occasion may require, as set out in (A) and (B) below.

- (A) All such By-Laws, alterations, and amendments shall be subject to ratification by a two-thirds majority of members present, eligible to vote and voting at any General Meeting of the Club, whereof at least 21 days notice shall be given and in which notice of the proposed amendments shall be specified.
- (B) The Constitution and By-Laws shall be available for inspection by members on request to the Secretary.

25. COMMON SEAL OF THE CLUB

- (A) The Club shall have a common seal on which its corporate name shall appear in legible characters.
- (B) The common seal of the Club shall not be used without the express authority of the Board and every use of that common seal shall be recorded in the minute book referred to in Rule 12.
- (C) The affixing of the common seal of the Club shall be witnessed by any 2 of the President, Secretary and the Treasurer.

(D) The common seal of the Club shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

26. INSPECTION OF THE CLUB RECORDS

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

27. ANNUAL AUDIT

At least once in every years the accounts shall be audited. The auditor shall not be a member or spouse or partner of a member of the Board. The auditor shall be a qualified accountant.

28. INCOME AND PROPERTY

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

29. PROVISION FOR WINDING UP INCLUDING PROPERTY DISTRIBUTION

The Club may be wound up by a resolution passed by a 75 percent (3/4) majority of the Members of the Club present, eligible to vote and voting at a Special General Meeting summoned for such purpose whereof thirty days written notice shall be given and in which notice the proposal to wind up the Club shall be specified.

If upon winding up of the association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same shall not be paid or distributed amongst the members or former members, but shall be given or transferred

(A) To another association incorporated under the Act which has similar ojects;

or

(B) For charitable purposes

Which association or purposes, as the case requires, shall be determined by the resolution of the members.

