

# CONSTITUTION

## **RULES OF ASSOCIATION**

Incorporated December 2019

## **INVISIBLE ILLNESSES INC**

**Incorporated as Invisible Illnesses Inc.**

ABN | 98 965 716 598

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## PART 1 POWERS, INTERPRETATION AND PURPOSE

### 1 Name

The name of the Association shall be Invisible Illnesses Inc

### 2 Definitions and Interpretations

In this Constitution, unless the contrary intention appears:

#### 2.1 Definitions

- 2.1.1 Act means the Associations Incorporation Act 2015 (WA);
- 2.1.2 Agent means any person or organisation acting under or with the authority of the Association
- 2.1.3 Association means Invisible Illnesses Inc
- 2.1.4 Auditor means a person who inspects, reviews and verifies the accuracy of the association's accounts to ensure the validity and legality of its operational and/or financial records. The auditor must not be an employee of, nor otherwise have had any direct or indirect relationship with the association.
- 2.1.5 Board of Directors means the elected Directors of the Association and the Chief Executive Officer of the Association
- 2.1.6 Commissioner means the person appointed as Commissioner under section 153 of the Act and exercising the powers and functions provided for thereunder.
- 2.1.7 Deputy means those persons appointed by Members or Corporate Members as a deputy representative, under clause 9 of this Constitution.
- 2.1.8 Directors means those persons elected to the Board of Directors
- 2.1.9 Financial Member means a Member who has paid the prescribed fee.
- 2.1.10 General Meeting of the Association means a meeting of the Association that all members are entitled to receive notice of and to attend
- 2.1.11 Grievance procedures means the procedures set out in this Constitution.
- 2.1.12 Incorporated Association means an association incorporated under the Act
- 2.1.13 Member means those organisation, agencies and individuals accepted for membership of the Association. Member does not refer to members of the Board of Directors;

## 2 *Definitions and Interpretations [cont.]*

2.1.14 Office Bearer means those persons elected to the Board of Directors under clause 15.10 of this Constitution

2.1.15 Party to a dispute includes a person who is a party to the dispute; and any party who was a Member but whose membership has expired or terminated within 6 months of the date upon which the dispute arose.

2.1.16 Representative means those persons appointed by Members or Corporate Members as their representative, under clause 9 of this Constitution.

2.1.17 Special General Meeting: means a general meeting of the Association other than the annual general meeting

## 2.2 Interpretation

In this Constitution, except where the context otherwise requires:

2.2.1 the singular includes the plural and vice versa, and gender includes other genders.

2.2.2 another grammatical form of a defined word or expression has a corresponding meaning.

2.2.3 a reference to a clause, paragraph, schedule or annexure is to a clause or paragraph of, or schedule or annexure to, this Constitution, and a reference to this Constitution includes any schedule or annexure

2.2.4 a reference to a document or instrument includes the document or instrument as novated, altered, supplemented or replaced from time to time

## 3 Purpose of the Association

The purpose of the Association shall be:

3.1 To support and assist those who suffer with or supports someone with an invisible illness in Western Australia.

3.2 To raise awareness, growing public interest and participation in the community, as both a key contributor to the delivery of benevolent community services to people in need of support or distress and as a means by which the impact of social isolation can be reduced for sufferers themselves.

3.3 To advocate and provide best practice advice to sufferers and agencies to ensure that public policies consider the needs and interest of those who suffer with an invisible illness.

3.4 To promote and support best practice in advocating and enhance the quality of services through leadership, consultancy, advocacy, networking, advice, support, education and training; and

3.5 To foster and develop relationships and work cooperatively with members, other support organisation's, relevant agencies and other organisation's to break the stigma attached to those who have an invisible illness.

## 4 Not for Profit Body

- 4.1 Subject to clause 4.2 and clause 29, the Association must not distribute any income or assets directly or indirectly to its members.
- 4.2 Clause 4.2 does not prevent the Association from doing the following, provided they are done in good faith:
  - 4.2.1 paying a member for goods or services they have provided or expenses they have properly incurred at fair and reasonable rates or rates more favorable to the Association; or
  - 4.2.2 making a payment to a member in carrying out the Association's purposes.

## 5 Powers of the Association

The Association, in accordance with Section 14 of the Act, may:

- 5.1 Acquire, hold, deal with, and dispose of any real or personal property
- 5.2 Open and operate bank accounts
- 5.3 Invest its money in any security in which trust moneys may be invested in any other manner as authorised by a General Meeting from time to time
- 5.4 Borrow money up to an amount approved by a General Meeting from time to time, upon such terms and conditions as the Association thinks fit
- 5.5 Give such security for the discharge of liabilities incurred by the Association as the Association thinks fit
- 5.6 Appoint agents to transact any business of the Association on its behalf
- 5.7 Enter into any other contract it considers necessary or desirable
- 5.8 As an incorporated association may, unless its rules otherwise provide, act as trustee and accept and hold real and personal property upon trust to the extent authorised by the Act
- 5.9 Make By-laws and regulations, providing they are not contrary to this Constitution or the provisions of the Act
- 5.10 Delegate powers to standing committees, sub-committees, task groups, working parties and so on, as decided by the Association from time to time
- 5.11 To do all things necessary or convenient for carrying out the Purposes of the Association

## 6 Patron

- 6.1 Upon recommendation from the Board of Directors a Patron may be appointed at the Annual General Meeting. The Patron may serve a one (1) year term and shall be eligible for re- appointment at an Annual General Meeting. Appointment as Patron shall not in itself confer any rights or privileges regarding voting or standing for office
- 6.2 The Board of Directors may, upon resolution of two-thirds of its members, remove the Patron from office on the grounds of conduct detrimental to the Purposes of the Association. Notice of this resolution shall be given in writing.

## 7 Registered Address

The registered address of the Association shall be at such place as determined by the Board of Directors from time to time

## Part 2

### MEMBERSHIP

#### 8 Classes of Membership

There are two classes of membership of the Association:

##### 8.1 Financial Membership

Financial Membership entitles organisation's and individuals to voting rights and to the full range of Invisible Illnesses Inc services. Financial membership has three categories:

###### 8.1.1 Individual Members

Any person who supports the Purposes of the Association and who is currently involved in volunteer activities. Individual members under the age of 15 years are not eligible to vote.

###### 8.1.2 Organisation Members

Any organisation, non-government or government, metropolitan or regional, incorporated or unincorporated, which encourages the participation of or utilises volunteers in the community and supports the Purposes of the Association

###### 8.1.3 Corporate Members

Any corporate body that supports the Purposes of the Association

##### 8.2 Affiliated Membership

Affiliated Membership may be offered at no cost to other support organisation. Affiliated Members receive a limited range of Invisible Illnesses Inc services and/or any other benefits that the Board of Directors may from time to time determine. Affiliated Members are not entitled to voting rights.

#### 9 Application for Membership

9.1 Applications for membership must be on the approved form as published on the organisation's website or paper form from time to time. Acceptance of a membership application will be subject to the applicant meeting the conditions which apply to the relevant class and category of membership, including payment of the appropriate membership fee

## 9 *Applications for Membership [cont]*

- 9.2 In the event of an application for membership being refused notice of refusal of membership shall be given in writing to the applicant.
- 9.3 Any applicant refused membership may appeal such refusal at the next General Meeting of the Association

## 10 *Delegate of Members*

- 10.1 All financial Members shall be entitled to appoint one (1) representative or one (1) deputy to represent that Member at General Meetings (the Representative)
- 10.2 The Representative shall be entitled to cast the vote that the Member would otherwise be entitled to cast under the Constitution, and to attend General Meetings in place of and on behalf of the Member.
- 10.3 Affiliate Members shall be entitled to appoint one (1) observer and one (1) deputy observer to attend General Meetings on behalf of that Member.

## 11 *Voting Rights*

- 11.1 Financial Members have the right to one (1) vote at any general meeting of the Association. No other class of membership of the Association shall carry a right to vote.
- 11.2 Voting shall be by a show of hands or a division of members unless at least 25% of financial members are present demand a secret ballot, in which case a secret ballot shall be held. The method for taking the secret ballot shall be determined by the Chair
- 11.3 The result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting
- 11.4 At any meeting, every question, matter or motion shall be decided by a simple majority of votes of the financial members present, unless otherwise specified in these rules
- 11.5 The Chair will have a casting vote, but not a deliberative vote
- 11.6 A Returning Officer shall be appointed by the Board of Directors
- 11.7 A Member may appoint in writing another Member as their proxy to attend and vote on their behalf at any General Meeting
- 11.8 Notice of proxy must be received by the Chair in writing twenty-four (24) hours prior to the commencement of the meeting
- 11.9 The form of proxy shall be determined by the Board of Directors from time to time

## 12 *Subscriptions and Fees*

- 12.1 The annual subscriptions payable by members, the time within which such subscriptions are to be paid, the manner of payment, and any benefits applicable to a class of membership shall be determined by the Board from time to time
- 12.2 The rights otherwise applicable to financial membership will automatically be suspended in the event that the prescribed subscription has not been paid within 28 days of the due date for payment
- 12.3 Subscriptions shall be due and payable on the anniversary of a member's joining date in each year



## 12 Subscriptions and Fees [cont]

- 12.4 The Board of Directors may at its discretion waive all or part of the subscription fee or agree to an arrangement with a member to pay subscriptions by instalments upon such condition or conditions (if any) as the Board of Directors in its absolute discretion considers appropriate
- 12.5 Subject to clause 12.4 above, a member whose current annual subscription remains unpaid shall not be entitled to vote at any meeting or hold office as a Director of the Board of Directors until the subscription is paid

## 13 Registers

- 13.1 The Board will keep a Register of Members
- 13.2 The Chief Executive Officer shall keep and maintain a Register of Members in which shall be entered the full name, address, class of membership, date of entry and exit of the name of each member
- 13.3 The Register of Members will record, for at least one year after a person ceases to be a member, the date on which they ceased to be a member and (if known) the reason for cessation of membership
- 13.4 Inspection of Register
  - 13.4.1 Subject to the provision of the Privacy Act 1985 as amended and clause 13.4.2 below, an extract of the register, including the name and postal address of all members, shall be available for inspection (but not for copying by any means whatsoever by voting members), upon reasonable request.
  - 13.4.2 Any member seeking to make a copy of or take an extract from the register must make a written request, setting out the purpose for which the copy or extract is required

## 14 Termination/Resignation of Membership

- 14.1 A Member may resign from the Association at any time upon giving written notice to that effect to the Chair or Chief Executive Officer and upon the receipt thereof, immediately ceases to be a member
- 14.2 Any member ceasing to be a member will not be entitled to any refund (or part refund) of a subscription
- 14.3 Membership shall cease when:
  - 14.3.1 the prescribed subscription has not been paid within three (3) months of the due date for payment.
  - 14.3.2 an individual; or
- 14.4 Without in any way limiting or otherwise altering the rights of members under clause 25 below and subject to the provisions of that clause the Board of Directors may at any time suspend a Member of the Association on the grounds that the member's conduct is, in the reasonable opinion of a majority of the Directors, including any Co-opted Directors, detrimental to the Purposes of the Association.

## 14 *Termination/Resignation of Membership [cont]*

Notice of suspension shall be given in writing to the Member within seven (7) days of such a decision being made by the Board of Directors

The notice shall

14.4.1 State the grounds for the proposed suspension; and

14.4.2 Set out the time, date and place of a meeting of the Board of Directors (within seven (7) days of the issuing of the notice) at which the Member is entitled to attend and put a case for re-consideration of the proposed suspension.

14.5 During a period of suspension, the member's rights, including voting rights, arising as a result of membership is suspended

14.6 When a membership is suspended, the register of members will record:

14.6.1 That the member's membership is suspended; and,

14.6.2 The date of effect and period of the suspension

14.7 The Board of Directors may expel a Member of the Association on the grounds that the Member's conduct is detrimental to the Purposes of the Association, but before doing so, the Board of Directors shall give at least thirty (30) days' notice of its intention to do so, to the member concerned.

The notice shall

14.7.1 State the grounds for the proposed expulsion.

14.7.2 Set out the time, date and place of the meeting of the Board of Directors at which the question of the expulsion will be considered; and

14.7.3 Inform the member that the member is entitled to attend the meeting to put such matters to the Board of Directors for its consideration before any decision is made.

14.8 If a Member is aggrieved by a decision of the Board of Directors to suspend or expel that member, that Member may, by notice in writing to the Board of Directors setting out the grounds for such grievance, appeal to the members at the next General Meeting who may affirm or reverse the decision of the Board of Directors and impose such terms and conditions (if any) as are considered appropriate in the circumstances.

## PART 3 BOARD

### 15 Board of Directors

- 15.1 The Board of Directors shall be responsible for fostering the Purposes of the Association, the formulation and implementation of policy and the general organisation and direction of the Association
- 15.2 The Board of Directors shall consist of a minimum of six (6) Elected Directors (including Office Bearers), excluding the Chief Executive Officer.
- 15.3 Elected Directors shall be elected at the Annual General Meeting by all eligible Members and, subject to clause 15.6, shall be eligible to serve no more than two (2) consecutive terms of three (3) years, with the exception of the Founder, who may sit until they decide to resign or step down. Then the elected Chief Executive Officer, shall be eligible to serve no more than three (3) consecutive terms of three (3) years.
- 15.4 Candidates for election to the Board will be drawn from the current financial membership
- 15.6 A Director who has served for six (6) consecutive years in whatever configuration is not eligible for re-election as an Elected Director (with the exception as per clause 15.3) until they have been out of office for one (1) full year
- 15.7 On appointment to the Board, the Member becomes a Director. All Directors are required to endorse and sign a Directors' Code of Conduct
- 15.8 The Board of Directors has the power to co-opt eligible members to fill casual vacancies between Annual General Meetings. Such Directors shall hold office until the next Annual General Meeting and, subject to clause 15.6, are eligible for appointment as a Director under this clause 15.
- 15.9 Nomination by financial members for election to the Board shall be made in writing in the form prescribed by the Board of Directors from time to time, and signed by two(2) proposers who are voting Members other than the Member being nominated, and with the signed consent of the Member nominated. Nominations shall close fourteen (14) days prior to the Annual General Meeting (or on the last working day prior to that date) and shall be circulated to members
- 15.10 Office Bearers shall comprise the Chair, Secretary and Treasurer
- 15.11 Each Director is entitled to one (1) vote at all meetings of the Board of Directors. All resolutions at meetings of the Board of Directors will be passed by a simple majority, except for resolutions calling for the suspension or expulsion of members, which shall require a two-thirds majority.

## 15 *Board of Directors [cont]*

If there is no majority, the person presiding at the Board Meeting will have a casting vote in addition to his or her deliberative vote.

- 15.12 Membership of the Board of Directors shall cease if a Director fails to attend three (3) consecutive full Board meetings without consent of the Board of Directors.
- 15.13 A Director who delivers notice in writing of resignation from the Board of Directors to the Chief Executive Officer ceases upon that delivery to be a Director.
- 15.14 The Chief Executive Officer shall chair meetings of the Board of Directors, unless unable to act, in which case a Deputy Chair shall chair the Board. Failing this, the Directors shall elect a Chair from one of their number then present
- 15.15 The Chair or at least half the Directors of the Board of Directors may, at any time, convene a meeting of the Board of Directors.
- 15.16 Subject to these rules, the procedure and order of business to be followed at a meeting of the Board of Directors must be determined by the Directors then present.
- 15.17 In order to be eligible for election or appointment to the Board of Directors of the Association, a member must be a financial individual member.

## 16 **Governance**

- 16.1 Should one or more Office Bearers resign or vacate office for some other reason the Board of Directors shall at the earliest opportunity elect a replacement
- 16.2 Duties of the Office Bearers shall be prescribed in duty statements approved from time to time by the Board of Directors
- 16.3 In the event an Office Bearer delivers notice in writing of resignation from office to the Chief Executive Officer, the duties of that Office Bearer shall fall to the Chief Executive Officer until such time as a replacement for that Office Bearer is elected.
- 16.4 Where a conflict of interest concerning a Director arises or may possibly arise, or where a Director may have a material personal interest in the outcome of a decision to be taken by the Board, that interest shall be disclosed to the Chief Executive Officer immediately and at the discretion of the Chief Executive Officer that Director shall withdraw from the meeting until the subject under discussion has been dealt with.  
The Chief Executive Officer must cause every disclosure made under this rule by a Director to be recorded in the minutes of the Board Meeting at which it is made
- 16.5 Where a situation arises between Board Meetings, which requires immediate action, the Office Bearers may act as an Executive Committee in the interest of the Association. Such action must be reported to the next Board Meeting for ratification

## PART 4

### CHIEF EXECUTIVE OFFICER

#### 17 CHIEF EXECUTIVE OFFICER

##### 17.1 Chief Executive Officer

17.1.1 The Board may appoint any person, including a Director, to the position of Chief Executive Officer for the period and on the terms (including remuneration) that the Board sees fit (with the exception as outlined in clause 15.3)

17.1.2 The Chief Executive Officer shall be responsible to the Board of Directors of the affairs of the Association, and for this purpose may exercise all powers of the Association which are not, under the Act or this Constitution, required to be exercised by the Board or by the Members

17.2 The Chief Executive Officer shall be tasked with the day to day management and operations of the Association under the supervision of the Board of Directors. The Chief Executive Officer shall report and make recommendations to the Board of Directors with respect to policy matters and the organisation of the Association.

17.3 The Board of Directors may delegate such powers and functions as it considers appropriate from time to time to the Chief Executive Officer for the purposes of achieving the Purposes of the Association.

17.4 The Chief Executive Officer will endeavor to attend all meetings of the Board of Directors unless otherwise directed to withdraw due to conflict of interest.

17.5 The Chief Executive Officer shall maintain the Rules of the Association and Record of Office Holders in the manner stipulated by the Act,

17.6 Unless the members resolve otherwise at a General Meeting, the Chief Executive Officer shall maintain custody of all securities, books, documents, records and registers of the Association

## PART 5 MEETINGS

### 18 MEETINGS

- 18.1 Annual General Meetings shall be held within four (4) months of the end of the financial year
- 18.2 The business of the Annual General meeting shall include the following:
- a) Adoption of minutes of previous year's AGM
  - b) Adoption of the Chief Executive Officer's Report
  - c) Adoption of an audited financial statement for the preceding financial year
  - d) Election of members to the Board of Directors as determined by this Constitution
  - e) Appointment of the Patron (if applicable)
  - g) Appointment of the Auditor
  - h) Motions of which notice has been given
  - i) Any other business accepted by the Chief Executive Officer
- 18.3 Board Meetings shall be held at least five (5) times a year, no more than ten (10) weeks apart
- 18.4 Special General Meetings shall be convened by the Chief Executive Officer within twenty-one (21) days of receiving a written request from not less than twenty (20) Members or 20% of the membership, whichever is the lesser, specifying the purpose for such a meeting. Notice in writing of a Special General Meeting shall be sent to all Members within seven (7) days of receipt of a request for such a meeting
- 18.5 A Special General Meeting may also be convened upon a resolution of a majority of the Board of Directors
- 18.6 Special Resolutions shall be notified and resolved in accordance with the requirements of the Act.

### 19 QUORUMS

- 19.1 The quorum for General Meetings shall be four (4) members present or by proxy, or 30% of the membership, whichever is the lesser
- 19.2 If, within thirty (30) minutes after the time specified for a General Meeting, a quorum is not present, the meeting shall lapse or, with the agreement of members present, shall be adjourned to a time, date and place stated
- 19.3 If a quorum is not present within thirty (30) minutes of the commencement time specified for any reconvened meeting, members present or by proxy may proceed with the business of that General Meeting, notwithstanding clause 19.1
- 19.5 The quorum to amend cl 28 Part 4 - the constitution or dissolve the Association shall be ten (10) members present or by proxy, or 50% of the membership, whichever is the lesser

### 20 NOTICE OF MEETINGS

- 20.1 Twenty-eight (28) days' notice is required for Annual General Meetings

20 *Notice of Meetings [cont]*

- 20.2 Fourteen (14) days' notice is required for Special General Meetings
- 20.3 Seven (7) days' notice is required for Board of Directors meetings
- 20.4 Notices of motion must be circulated with the notice of the meeting

21 **ADJOURNMENT OF MEETINGS**

- 21.1 General meetings may be adjourned and re-scheduled by the Chief Executive Officer, with the consent of the members present, to enable completion of any unfinished business.
- 21.2 The re-scheduled meeting may not conduct any business other than that which remains unfinished from the meeting that was adjourned.
- 21.3 Notice of the adjournment is required if the meeting is to be adjourned for 14 days or more.

22 **MINUTES OF MEETINGS**

- 22.1 The Chief Executive Officer must ensure that minutes are taken and kept of each Board meeting.
- 22.2 The minutes must record the following:
  - a) the names of the Board members present at the meeting.
  - b) the name of any person attending the meeting
  - c) the business considered at the meeting.
  - d) any motion on which a vote is taken at the meeting and the result of the vote.
- 22.3 The minutes of a Board meeting must be recorded within thirty (30) days after the meeting is held and stored in a secure location.
- 22.4 The Secretary must ensure that the minutes of a Board meeting are reviewed and signed as correct by the Chief Executive Officer of the meeting before the next Board meeting
- 22.5 When the minutes of a Board meeting have been signed as correct, they are, unless the contrary is proved, evidence that:
  - 22.5.1 the meeting to which the minutes relate was duly convened and held; and
  - 22.5.2 the matters recorded as having taken place at the meeting took place as recorded.
  - and
  - 22.5.3 any appointment purportedly made at the meeting was validly made.

## PART 6 FINANCIAL

### 23 FINANCIAL YEAR

The financial year of the Association shall be from the first (1st) day of July to the thirtieth (30th) day of June in the following year

### 24 FINANCE

- 24.1 The Treasurer shall cause accounts to be kept of all monies received and expended by the Association and of the matters in respect of which such receipt and expenditure took place
- 24.2 All accounts shall be audited and certified annually by the Auditor
- 24.3 Funds of the Association shall be kept in the name of the Association at a bank or other approved financial institutions as approved by the Board of Directors
- 24.4 All payments must be signed by any two (2) authorized signatories which are appointed by the Board.



## PART 7 DISPUTES AND MEDIATION

### 25 Resolving Disputes

#### 25.1 Application of Division

The procedure set out in this Division (the grievance procedure) applies to disputes between –

- a) members; or
- b) between one or more members and the Association.

#### 25.2 Parties to attempt to resolve dispute

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

#### 25.3 If the parties to a dispute are unable to resolve the dispute between themselves within the time required under 25.2

25.3.1 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

25.3.2 Within twenty-eight (28) days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute

25.3.3 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 seven (7) days before the meeting is held

25.3.4 The notice given to each party to the dispute must state –

- a) when and where the Board meeting is to be held; and
- b) 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 of Directors about the dispute

25.3.5 If the dispute is between one or more members and the Association; and any party to the dispute gives written notice to the secretary stating that the party –

- a) does not agree to the dispute being determined by the Board of Directors; and
- b) requests the appointment of a mediator the Board of Directors must not determine the dispute

#### 25.4 Determination of dispute by Board of Directors

25.4.1 At the Board meeting at which a dispute is to be considered and determined, the Board of Directors must –

- a) 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 of Directors about the dispute; and
- b) give due consideration to any submissions so made; and
- c) determine the dispute.

## 25 *Resolving Disputes [cont]*

- 25.4.2 The Board of Directors must give each party to the dispute written notice of its determination, and the reasons for the determination, within seven (7) days after the Board meeting at which the determination is made
- 25.4.3 A party to the dispute may, within fourteen (14) days after receiving notice of the board of Director's determination under subrule 25.4.1(c), give written notice to the secretary requesting the appointment of a mediator
- 25.4.4 If notice is given under subrule 25.4.3, each party to the dispute is a party to the mediation.

## 26 **Mediation**

### 26.1 Application of Division

This Division applies if written notice has been given to the secretary requesting the appointment of a mediator

If this Division applies, a mediator must be chosen or appointed

### 26.2 Appointment of Mediator

- 26.2.1 The mediator must be a person chosen —
  - a) if the appointment of a mediator was requested by a member under rule 25.3.5(b), by agreement between the Member and the Board of Directors; or
  - b) if the appointment of a mediator was requested by a party to a dispute under 25.4.3 by agreement between the parties to the dispute.
- 26.2.2 If there is no agreement for the purposes of subrule 26.2.1 a) or b), then, subject to subrules 26.2.3 and 26.2.4, the Board of Directors must appoint the mediator.
- 26.2.3 The person appointed as mediator by the Board of Directors must be a person who acts as a mediator for another not-for-profit body, such as a community legal center, if the appointment of a mediator was requested by —
  - a) a member under rule 25.3.5 b); or
  - b) a party to a dispute under rule 25.4.3; or
  - c) a party to a dispute under rule and the dispute is between one or more members and the Association.
- 26.2.4 The person appointed as mediator by the Board of Directors 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 favor of or against any party to the mediation.

### 26.3 Mediation Process

- 26.3.1 The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.
- 26.3.2 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 five (5) days before the mediation takes place

26 *Mediation [cont]*

- 26.3.3 In conducting the mediation, the mediator must —
- a) give each party to the mediation every opportunity to be heard
  - 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

26.3.4 The mediator cannot determine the matter that is the subject of the mediation

26.3.5 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

26.3.6 The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator

26.4 If mediation results in a 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 14.8; 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.

## PART 8 MISCELLANEOUS

### 27 Alterations to the Constitution

- 27.1 The Rules of the Association shall be amended by special resolution of not less than 75% of the Members of the Association who are entitled under the Rules of the Association to vote, and who vote in person or by proxy at the Annual General Meeting or at a Special General Meeting called for that purpose
- 27.2 Proposed amendments shall be circulated in writing with the notice of the meeting
- 27.3 A copy of every alteration, variation, rescission or addition to this Constitution and Rules will be lodged with the Commissioner within one (1) month of the special resolution, as required in the Act
- 27.4 Such copy shall also be given to the Deputy Commissioner of Taxation, Perth, should the Association have public benevolent institution or charitable institution status

### 28 Dissolution of the Association

- 28.1 The Association may be dissolved by special resolution of not less than 75% of the Members of the Association who are entitled to vote under the rules of the Association, and who vote in person or by proxy at any General Meeting of the Association  
Notice of motion to dissolve the Association shall be circulated in writing with the notice of the meeting
- 28.2 The Association may also be dissolved under Part 9 Division 2 of the Act
- 28.3 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up (surplus assets), that property shall, subject to section 24 of the Act and clause 28.5, be distributed
  - 28.3.1 to another charity or charities having purposes similar to those of the Association; or
  - 28.3.2 which also prohibit the distribution of any surplus assets to its members at least to the same extent as the Association
- 28.4 The decision as to the charity or charities to be given the surplus assets must be made by a special resolution of members at or before the time of winding up. If the members do not make this decision, the Association may apply to the Supreme Court of WA to make this decision.

## 28 *Dissolution of the Association [cont]*

- 28.5 If the Association is endorsed as a deductible gift recipient in accordance with Division 30 of the *Income Tax Assessment Act 1997* (Cth) (ITAA97) and the Association is wound up or its endorsement as a deductible gift recipient is revoked, any surplus:
- 28.5.1 gifts of money or property received by the Association for the purposes of the Association.
  - 28.5.2 contributions which are deductible under items 7 and 8 of the table in subsection 30-15(2) of the ITAA97 (Deductible Contributions) made in relation to a fundraising event held for the purposes of the Association; and
  - 28.5.3 money received by the Association because of such gifts or Deductible Contributions including, without limitation, any money received because of investment of those gifts or Deductible Contributions, must be transferred to another fund, authority or institution, gifts to which can be deducted under Division 30 of the ITAA97.

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*Incorporated December 2020*

Invisible Illnesses Inc  
ABN: 98 965 716 598