

**CANCER SUPPORT ASSOCIATION**

**OF**

**WESTERN AUSTRALIA (INC)**

**CONSTITUTION**

**2 December 2008**

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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**CONTENTS**

<b>Heading</b>	<b>Page</b>
1 Name of Association	3
2 Definitions	3
3 Objective of the Association	4
4 Meeting the Objective	4
5 Powers of the Association	4
6 Patron	4
7 Non Profit	5
8 Membership	5
9 Membership Fees	6
10 Cessation of Membership	6
11 Suspension or Expulsion of Members	6
12 Honorary Life Members	7
13 Board of Directors	7
14 Casual Vacancies	9
15 Proceedings of the Board	9
16 Duties of Office holders of the Board	10
17 Chief Executive Officer	13
18 Paid Officers and Employees	14
19 Meetings and Procedures	14
20 Quorum at Meetings	16
21 Proxies and Postal Voting	16
22 Finance	17
23 Alteration of the Constitution	18
24 Members Bound by the Constitution	19
25 By-laws	19
26 Common Seal of the Association	19
27 Inspection of Records of the Association	19
28 Disputes and Mediation	19
29 Service of Notices	20
30 Dissolution	20

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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**1 Name of Association**

The name of the Association is Cancer Support Association of Western Australia (Inc.) (the Association).

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**2 Definitions**

Definitions In this constitution unless the contrary intention appears:

**Act** means the Associations Incorporation Act 1987(WA).

**Commissioner** means the Commissioner for Fair Trading exercising powers under the Act.

**Chairman** means in relation to the proceedings at a Board meeting or general meeting, the person presiding at the Board meeting or general meeting.

**Convene** means to call together for a formal meeting.

**Department** means the government department with responsibility for administering the Act.

**General meeting** means a meeting to which all members are invited.

**Member** means a financial member of the Association, and includes an individual representing a financial organisational member and, for the purposes of clause 11, an Honorary Life Member.

**Ordinary resolution** means a resolution other than a special resolution.

**Poll** means voting conducted in written form (as opposed to a show of hands).

**Special General Meeting** means a general meeting other than the annual general meeting.

**Special Resolution** has the meaning given by section 24 of the Act, that is:

"A resolution is a special resolution if it is passed by a majority of not less than three-fourths of the members of the association who are entitled under the rules of the association to vote and vote in person or, where proxies or postal votes are allowed by the rules of the association by proxy or postal vote, at a general meeting of which notice specifying the intention to propose the resolution as a special resolution was given in accordance with those rules.

At a meeting at which a resolution proposed as a special resolution is submitted, a declaration by the person presiding that the resolution has been passed as a special resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or, if the rules do not make provision as to the

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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manner in which a poll may be demanded, by at least 3 members of the association present in person or, where proxies are allowed, by proxy."

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**3 The Objective of the Association**

The objective of the Association is to provide holistic, complementary, and supplementary support for individuals diagnosed with cancer, their families, and their carers, and to empower individuals, and the community towards wellness, healing, and sustainable health.

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**4 Meeting the Objective**

The Association will meet the objective:

- 4.1 By providing a holistic and inclusive, evidence based approach to self-care and healing;
  - 4.2 By providing information resources, support services, and learning opportunities for healing, and for the prevention of lifestyle diseases;
  - 4.3 By enabling individuals to make informed decisions about wellness and health, and to gain a greater sense of control over their lives;
  - 4.4 By helping people recognise the importance of environment, and their personal contribution to living well throughout all stages of the healing journey;
  - 4.5 By raising moneys for the furtherance of the objective,
  - 4.6 By establishing and maintaining a gift fund to be used solely for the purposes of taking gifts of money or property in furtherance of the objective,
  - 4.7 By doing such things as are conducive or incidental to the attainment of the objective.
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**5. Powers of Association**

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act the Association may do all things necessary or convenient for carrying out its objective.

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**6. Patron**

- 6.1 Upon recommendation from the Board a Patron may be appointed at an Annual General Meeting, and subject to acceptance of the position shall hold office until resigning or being asked to resign by the Board. Appointment as Patron shall not in itself confer any rights or privileges with regard to voting or standing for office.
  - 6.2 The Board may, upon resolution of two-thirds of its members, remove the Patron from office on the grounds of conduct detrimental to the purposes of
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**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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the Association, or for any other reason. Notice of this resolution shall be given in writing to the Patron.

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**7 Non Profit**

The capital, property, and income of the Association shall be applied solely to the promotion of the objective of the Association provided that no part of the capital, property, or income may be paid or otherwise distributed directly or indirectly to members of the Association, except to an officer, member or employee of the Association in return for goods and services rendered in good faith in the promotion of the objective.

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**8 Membership**

- 8.1 Membership is open to individuals diagnosed with cancer, or any other disease, their families and friends and to any individual or organisation interested in furthering the objective of the Association and who is, in the opinion of the Board, fit to be a member of the Association.
- 8.2 Membership of the Association shall consist of the following levels:
- (a) Member
  - (b) Organisational Member
  - (c) Honorary Life Member.
- 8.3 A person or organisation wishing to become a member shall apply to the Board in writing in such form as the Board from time to time directs.
- 8.4 The application for membership shall;
- (a) specify the level of membership the applicant seeks to be admitted to, and,
  - (b) be signed by the applicant, or if the applicant is an organisation or group, by its authorised officer, and
  - (c) where the applicant is an organisation or group, the applicant is to state the name of the nominated representative for that organisation or group.
- 8.5 The Board shall consider each application at the first meeting after receiving the application and shall either;
- (a) accept the application, or
  - (b) reject the application.
- 8.6 The Secretary shall notify the applicant of the decision of the Board.

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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**9 Membership Fees**

- 9.1 The Board may from time to time determine the amount of the subscription to be paid by each member.
- 9.2 The subscription shall be paid with the application for membership of the Association and shall be payable annually on the anniversary of the application date.
- 9.3 A member whose subscription is not paid on or before the anniversary date ceases to be a member.
- 9.4 A person exercises all the rights and obligations of a member for the purposes of these rules if their subscription is paid on or before the due date.
- 9.5 The Board may waive the subscription for any member if it considers it is appropriate to do so having regard to the member's personal circumstances.

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**10 Cessation of membership of the Association**

A person or organisation shall cease to be a member of the Association upon:

- (a) receipt by the Secretary of a notice in writing from a member of their resignation from the Association,
- (b) non-payment by a member of their subscription; or
- (c) expulsion of a member in accordance with paragraph 11.

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**11. Suspension or expulsion of members of Association**

- 11.1 If the Board considers that a member, including an Organisational Member, should be suspended or expelled from membership of the Association because their conduct is detrimental or prejudicial to the interests of the Association, the Board must give notice of the proposed suspension or expulsion, in writing, to the member.
- 11.2 Notice of the proposed suspension or expulsion, and of the time, date, and place of the Board meeting at which the question of that suspension or expulsion will be decided together with particulars of the conduct complained of, shall be given to each Board member, and the member facing suspension or expulsion not less than 21 days before the date of the Board meeting.
- 11.3 At the Board meeting referred to, the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, suspend or expel or decline to suspend or expel that member from membership of the Association and the Secretary must, forthwith, communicate that decision in writing to the member.

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

---

- 11.4 A member who has their membership suspended or who has been expelled ceases to be a member 7 days after the day on which the decision to suspend or expel a member is communicated to them under paragraph 11.3.
- 11.5 An expelled member shall not be eligible to rejoin the Association for a period of three years from the date of expulsion.
- 11.6 A member who has been suspended or expelled from the Association has the right to appeal to a general meeting.
- 11.7 The suspended or expelled member may request the Secretary to call a general meeting for the purposes of hearing the appeal. The Secretary shall, forthwith upon receipt of the request, give 30 days written notice of the general meeting to all members, and such notice shall include particulars of the conduct complained of.
- 11.8 Voting, on the issue of suspension or expulsion shall be, both in Board and in general meeting, by secret ballot.
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**12. Honorary life members**

- 12.1 The Board may nominate any past or current members as honorary life members for confirmation by the members at the next annual general meeting after taking into consideration the member's length and quality of service provided to the Association.
- 12.2 A person will become an honorary life member once his or her nomination is confirmed by a special resolution at the annual general meeting.
- 12.3 Honorary life members are not required to pay any subscriptions and shall have the same rights and privileges as other members.
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**13. Board of Directors**

- 13.1 The affairs of the Association shall be managed by a Board of Directors, consisting of four office bearers:
- President;
  - Vice President;
  - Secretary;
  - Treasurer; and
- up to 4 other persons, all of whom shall be members of the Association.
- 13.2 Any vacancy on the Board may be filled by election at each Annual General Meeting and each Director shall hold office until the end of the second Annual

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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- General Meeting after their election or on ceasing to be a member, or resigning, or by removal by resolution at a General Meeting.
- 13.3 A Director who retires after having held office for two years is eligible for re-election.
- 13.4 A person is not eligible for election to membership of the Board unless that person has been a financial member of the Association for at least 6 weeks and has nominated for election by delivering notice in writing of that nomination, signed by:
- (a) the nominator, who must be a member; and
  - (b) the nominee to signify his or her willingness to stand for election, to the Secretary not less than 28 days before the day on which the annual general meeting concerned is to be held.
- 13.5 A person who is eligible for election or re-election under this paragraph may:
- (a) propose or second themselves for election or re-election; and
  - (b) vote for themselves.
- 13.6 Where the number of nominations exceeds the number of vacancies on the Board, an election shall be held.
- 13.7 If the number of persons nominated in accordance with paragraph 13.4 for election to membership of the Board does not exceed the number of vacancies then:
- (a) the Secretary must report accordingly to the Chairman, and
  - (b) the Chairman must declare those persons to be duly elected as members of the Board at the annual general meeting concerned.
- 13.8 If a vacancy remains on the Board, or when a casual vacancy within the meaning of paragraph 14 occurs in the membership of the Board,
- (a) the Board may appoint a member to fill that vacancy; and
  - (b) a member appointed under this paragraph will:
    - (i) hold office until the next annual general meeting; and
    - (ii) be eligible for election to membership of the Board, at the next annual general meeting.
- 13.9 The Board shall have power to co-opt up to three persons, who need not be members of the Association, to sit on the Board as advisors without power to vote.

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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13.10 The Board may delegate, in writing, to one or more committees (consisting of such member or members of the association as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation, other than:

- (a) the power of delegation; and
- (b) a function which is a duty imposed on the Board by the Act or any other law.

13.11 Any delegation under paragraph 13.10 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.

13.12 The Board may, in writing, revoke wholly or in part any delegation under paragraph 13.10.

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**14 Casual vacancies in membership of the Board**

A casual vacancy occurs on the Board if a Board member:

- (a) dies;
  - (b) resigns by verbally declaring their resignation at a Board meeting, or by notice in writing delivered to the President, or if the Board member is the President, to the Vice President;
  - (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,
    - (i) 3 consecutive Board meetings, or
    - (ii) 3 Board meetings in the same financial year,  
of which meetings the member 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 Association.
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**15. Proceedings of the Board**

15.1 The Board must meet together for the dispatch of business not less than 6 times in each year and the President, or four members of the Board, may at any time call for a meeting of the Board.

15.2 The quorum for a Board meeting shall be one more than half the current number of members of the Board.

15.3 Each Board member has a deliberative vote.

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**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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- 15.4 A question arising at a Board meeting must be decided by a majority of votes, but, if there is no majority, the Chairman at the Board meeting may have a casting vote in addition to their deliberative vote.
- 15.5 Subject to these rules, the procedure and order of business to be followed at a Board meeting must be determined by the Board members present at the Board meeting.
- 15.6 As required under sections 21 and 22 of the Act, a Board member having any direct or indirect pecuniary interest in a contract, or proposed contract, made by, or in the contemplation of, the Board (except if that pecuniary interest exists only by virtue of the fact that the member of the Board is a member of a class of persons for whose benefit the Association is established), must:
- (a) as soon as they become aware of that interest, disclose the nature and extent of their interest to the Board; and
  - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- 15.7 The Secretary must cause every disclosure made under paragraph 15.6(a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.
- 15.8 Members of the Board may participate in a meeting of the Board by means of a conference telephone or any other communication system allowing all persons participating in the meeting to hear each other at the same time. Participation by such means shall constitute the presence of that person at such meeting.
- 15.9 A resolution in writing signed by all members of the Board shall be as valid as if passed at a Board meeting. Such resolution may consist of several documents in like form. The date of the resolution is the date the last signature is affixed.

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**16 Duties of Office Holders on the Board**

**President and Vice President**

- 16.1 The President shall preside at all general meetings and Board meetings and in their absence the Vice President shall preside.
- 16.2 In the event of the absence from a general meeting of both the President and Vice President, a Board member elected by the other Board members present at the general meeting, must preside at the general meeting.

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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- 16.3 In the event of the absence from a Board meeting of both the President and Vice President, a Board member elected by the other Board members present at the Board meeting, must preside at the Board meeting.
- 16.4 The President or Vice President must be an ex-officio member of all committees.
- 16.5 Should the President be absent or otherwise unavailable the Vice President shall assume the duties and responsibilities of the President.

**Secretary**

- 16.6 The Secretary shall be responsible for:
- (a) keeping a true record of the proceedings of the Board and of all Board decisions and resolutions in a Minute Book kept for that purpose;
  - (b) complying on behalf of the Association with:
    - (i) section 27 of the Act keeping and maintaining in an up to date condition a register of the members of the association and their postal or residential addresses and, upon the request of a member of the association, shall make the register available for the inspection of the member and the member may make a copy of or take an extract from the register but the member shall have no right to remove the register for that purpose;
    - (ii) section 28 of the Act by keeping and maintaining in an up to date condition the rules of the Association and, upon the request of a member of the Association, must make available those rules for the inspection of the member and the member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and
    - (iii) section 29 of the Act by maintaining a record of:
      - (A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under paragraph 26; and

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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- (B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association;
- (c) unless the Board members resolve otherwise, the custody of all books, documents, records and registers of the Association, including those referred to in paragraph (b) but other than those required by paragraph 16.7 to be kept and maintained by, or in the custody of, the Treasurer; and
- (d) performing such other duties as are imposed by these rules on the Secretary.

**Treasurer**

16.7. The Treasurer shall be responsible for:

- (a) the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and is responsible for issuing receipts for those moneys in the name of the Association;
- (b) paying all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct;
- (c) making payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by the Chief Executive Officer and at least one Board member, or if the Chief Executive Officer is unavailable, by any two Board members;
- (d) complying on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:
  - (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
  - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
  - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited; and

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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- (iv) submitting to members at each annual general meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year.
- (e) whenever directed to do so by the President, submitting to the Board a report, balance sheet or financial statement in accordance with that direction;
- (f) unless the Board members resolve otherwise, the custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) performing such other duties as are imposed by these rules on the Treasurer.

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**17. Chief Executive Officer**

- 17.1 The Board may appoint a Chief Executive Officer for any period and on such terms and conditions as the Board resolves.
- 17.2 The employment of the Chief Executive Officer is governed by the terms and conditions of the Chief Executive Officer's contract of employment.
- 17.3 The Board may by resolution, instrument of delegation or written direction, delegate any of its powers other than the power of delegation to the Chief Executive Officer.
- 17.4 The Board may revoke or vary:
  - (a) the appointment of the Chief Executive Officer in accordance with the contract of employment, or
  - (b) any power delegated to the Chief Executive Officer.
- 17.5 The Chief Executive Officer must exercise the powers delegated to him or her in accordance with any directions of the Board.
- 17.6 The exercise of a delegated power by the Chief Executive Officer is as effective as if the Board had exercised the power.
- 17.7 The Chief Executive Officer is not a member and is not eligible for membership of the Association.
- 17.8 Any relatives of the Chief Executive Officer cannot be members of the Board without the approval of the Board.

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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**18. Paid officers and employees**

- 18.1 The Chief Executive Officer may appoint other paid officers and employees of the Association for any period and on any terms based on the current industrial practice.
- 18.2 Paid officers and employees of the Association may not be members and are not eligible for membership of the Association.
- 18.3 Any relatives of the paid officers and employees of the Association cannot be members of the Board without the approval of the Board.
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**19. Meetings and Procedures**

**Annual General Meeting**

- 19.1 The Board must call an annual general meeting within the time limits provided for the holding of such meetings by section 23 of the Act, that is, in every calendar year within 4 months after the end of the Association's financial year, or such longer period as may in a particular case be allowed by the Commissioner.
- 19.2 The Secretary must give to all members not less than 21 days notice of an annual general meeting and that notice must specify:
- (a) when and where the annual general meeting is to be held;
  - (b) the business to be conducted at the annual general meeting which includes:
    - (i) confirmation of minutes of the previous annual general meeting;
    - (ii) correspondence;
    - (iii) receipt of reports of the outgoing Board;
    - (iv) an audited Treasurer's report;
    - (v) election of the Board;
    - (vi) appointment of auditors for the ensuing year; and
    - (vii) any other business requiring consideration by the Association at the general meeting of which due notice has been given.

**Special General Meeting**

- 19.3 The Board;
- (a) may at any time,
  - (b) must, within 10 days of receiving a request in writing to do so from not less than 10 members,

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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call a special general meeting, to be held within 42 days of the call or the requisition.

- 19.4 The members making a request referred to in paragraph 19.3(b) must:
- (a) state in that request the purpose for which the special general meeting concerned is required; and
  - (b) sign that request.
- 19.5 The Secretary must give to all members not less than 21 days notice of a special general meeting and that notice must specify:
- (a) when and where the special general meeting concerned is to be held; and
  - (b) particulars of the business to be transacted at the special general meeting concerned and of the order in which that business is to be transacted.
- 19.6 The business to be conducted at a special general meeting shall be restricted to the matter or matters set out in the notice mentioned in paragraph 19.5.

**Notices of Motion**

- 19.7 Where a member desires particular business to be included on the agenda for any general meeting, the member must give the notice of motion of the business to the Secretary 28 days prior to the date of such general meeting.
- 19.8 A special resolution may be moved either at a special general meeting or at an annual general meeting, however the Secretary must give to all members not less than 21 days notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in paragraph 19.4 or 19.5, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

**Voting**

- 19.9 At a general meeting:
- (a) an ordinary resolution put to the vote will be decided by a majority of votes cast on a show of hands including proxy votes and postal votes, subject to paragraph 19.11; and
  - (b) a special resolution put to the vote will be decided in accordance with section 24 of the Act, and, if a poll is demanded, in accordance with paragraphs 19.11 and 19.12.

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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- 19.10 A declaration by the person presiding at a general meeting that a resolution has been passed as an ordinary resolution at the meeting will be evidence of that fact unless, during the general meeting at which the resolution is submitted, a poll is demanded in accordance with paragraph 19.11.
- 19.11 At a general meeting, a poll may be demanded by the Chairman or by three or more members present in person or by proxy and, if so demanded, must be taken immediately and in such manner as the Chairman directs.
- 19.12 If a poll is demanded and taken under paragraph 19.11 in respect of an ordinary resolution, or special resolution, a declaration by the Chairman of the result of the poll is evidence of the matter so declared.
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**20. Quorum at meetings**

- 20.1 At a general meeting 15 members present in person constitute a quorum.
- 20.2 If within 30 minutes after the time specified for the holding of a general meeting in a notice given under paragraphs 19.2 or 19.5 a quorum is not present:
- (a) the Annual General meeting stands adjourned to the same time on the same day in the following week and to the same venue:
  - (b) the special general meeting lapses.
- 20.3 If within 30 minutes of the time appointed by paragraph 20.2(a) for the resumption of an adjourned general meeting a quorum is not present, the members who are present in person or by proxy may nevertheless proceed with the business of that general meeting as if a quorum were present.
- 20.4 The Chairman may, with the consent of a general meeting at which a quorum is present, and must, if so directed by such a general meeting, adjourn that general meeting from time to time and from place to place.
- 20.5 There must not be transacted at an adjourned general meeting any business other than business left unfinished or on the agenda at the time when the general meeting was adjourned.
- 20.6 When a general meeting is adjourned for a period of 30 days or more, the Secretary must give notice of the adjourned general meeting as if that general meeting were a fresh general meeting.

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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**21 Proxies and Postal Voting**

**Proxies**

21.1 A member (in this paragraph called "the appointing member") may appoint in writing another member to be the proxy of the appointing member and to attend, and vote on behalf of the appointing member at any general meeting. A member may not be proxy for more than two appointing members unless the member is the Chair.

**Postal Voting**

21.2 A member may vote by Postal Vote at any general meeting

21.3 For any general meeting the Secretary will include, with the notice of meeting, a Postal Vote form giving particulars of the business to be conducted, an explanation of the method of voting, and the closing date for the receipt of postal votes, all in a form and with such content as the Board may approve.

21.4 The Secretary shall be responsible for the receipt of all Postal votes, and any voting form received after 5.00 pm on the specified closing date shall be deemed to be invalid and shall not be counted. Proxy votes and postal votes shall be counted on the day of the meeting and included with the votes of members present at the meeting and the result ascertained as though the vote were by a poll at a duly convened meeting.

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**22. Finance**

**Financial Year**

22.1 The financial year shall be July 1 to June 30.

**Receipts**

22.2 All monies received by the Association shall be paid into the respective accounts provided for the purpose with a duly approved bank or society in the Association's name.

**Expenditure**

22.3 The accounts of the Association so far approved and passed for payment shall (other than proper petty expenses of which due record shall be kept) be paid by cheque signed by the Chief Executive Officer and at least one Board member, or if the Chief Executive Officer is unavailable, by any two Board members.

**Special Funds**

22.4 Any monies raised or set aside for special purposes shall be paid into separate banking accounts. These special funds shall not be used for any other purpose

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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except by resolution of the Board. The proposed resolution must be carried by a three fourths majority of the Board.

**Audit**

- 22.5 All accounts of the Association shall be audited annually and submitted by the Treasurer to the annual general meeting. The annual general meeting shall appoint an auditor to audit the accounts for the ensuing year.
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**23. Alteration of the Constitution**

**Addition and Alteration**

- 23.1 The Association may alter or rescind this Constitution, or add additional clauses to this Constitution, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:
- (a) Subject to paragraph 23.1(d) and 23.1(e), the Association may alter its Constitution by special resolution but not otherwise.
  - (b) Within one month of the passing of a special resolution altering its Constitution, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the special resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a special resolution and that the Constitution of the Association as so altered conforms to the requirements of this Act.
  - (c) An alteration of the Constitution of the Association does not take effect until paragraph 23.1(b) is complied with.

**Change of Name of Association**

- (d) An alteration of the Constitution of the Association having effect to change the name of the association does not take effect until paragraphs 23.1 (a) to 23.1(c) are complied with and the approval of the Commissioner is given to the change of name.

**Alteration of Objective of Association**

- (e) An alteration of the rules of the Association having effect to alter the objects or purposes of the association does not take effect until paragraphs 23.1 (a) and (b) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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**24 Members Bound by the Constitution**

This Constitution binds every member and the Association to the same extent as if every member and the Association had signed and sealed this Constitution and agreed to be bound by all the provisions.

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**25. By-laws**

The Association may make such By-Laws as it thinks fit. Any amendment or addition to the By-Laws shall require the approval of two thirds of the members present and voting at a General or Special Meeting convened for that purpose.

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**26. Common seal of Association**

- 26.1 The Association shall have a common seal on which its corporate name appears in legible characters.
- 26.2 The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in paragraph 16.6.b.
- 26.3 The affixing of the common seal of the Association must be witnessed by any two of the President, the Secretary and the Treasurer.
- 26.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.
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**27. Inspection of records, etc. of Association**

A member may apply in writing to the Board to inspect the record books and other documents of the Association. Such a request should be considered at a meeting of the Board. Subject to the Act, the Board's decision as to whether to grant access to records is final.

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**28. Disputes and mediation**

- 28.1 The grievance procedure set out in this paragraph applies to disputes under these rules between:
- (a) a member and another member; or
  - (b) a member and the Association; or
  - (c) if the Association provides services to non-members, those non-members who receive services from the Association, and the Association.
- 28.2 Any party (The First Party) claiming that a dispute exists must notify the other party to the dispute (the Second Party) in writing of the nature of the dispute.
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**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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- 28.3 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 10 days after receipt of the notice referred to in paragraph 28.2.
- 28.4 If the dispute is not resolved by agreement either party may, within 14 days of receipt of the notice referred to in paragraph 28.2, refer the matter to mediation conducted by a mediator agreed between the parties within a further 5 days, or failing agreement within that period, as appointed by the Executive Officer for the time being of L E Association of Dispute Resolvers (LEADR). The cost of the mediator shall be borne equally between the First party and the Second Party. The mediator shall determine the procedure for the mediation and shall not have any power or authority to make any other determination in relation to the dispute
- 28.5 If there has not been a successful resolution of the dispute within 10 days of the appointment of a mediator neither party is obliged to continue any attempt at mediation under this clause and either party may then commence such legal proceedings as it thinks fit in relation to the dispute.

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**29 Service of notices**

- 29.1 Any notice to members required by these Rules is sufficient if posted or delivered or sent by facsimile or e-mail to the last known address of the member.
- 29.2 A notice sent to the member is deemed to have been received on the third day after despatch, whether sent by post, fax, or email.

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**30 Dissolution**

- 30.1 The association may be dissolved or wound up by Special Resolution at any General Meeting or Special General Meeting called for such purpose.

**Distribution of Surplus Property**

- 30.2 If upon the 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 to another association incorporated under the Act which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution to which income tax deductible gifts can be made and which association shall be determined by resolution of the members.

**CONSTITUTION  
CANCER SUPPORT ASSOCIATION  
of WESTERN AUSTRALIA**

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30.3 Prior to winding up, the Association may, by resolution, authorise and direct the Board to prepare a dissolution plan for the distribution of the surplus assets of the Association in accordance with Paragraph 30.2