CONSTITUTION

of the

Western Australian Network
of Alcohol and other Drug Agencies
Incorporated

(WANADA)

November 2015

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1. NAME

1.1 The Association shall be called the "Western Australian Network of Alcohol and other Drug Agencies Incorporated" (herein after referred to as "WANADA" or "the Association").

1.2 WANADA is an association of organisations and individuals working to improve the quality of life of people and communities affected by alcohol or other drugs.

2. OBJECTS OF ASSOCIATION

2.1 The objects of the Association are to:

a) advocate and represent;

b) support capacity building and workforce development of the Western Australian alcohol and other drug sector;

c) communicate and promote the Western Australian alcohol and other drug sector; and

d) promote cultural security in service delivery.

3. POWERS

3.1 WANADA is a not-for-profit organisation, incorporated under the Associations Incorporation Act (1987) (the *Act*) and registered under the Charitable Collections Act 1946. The property and income of the Association will be applied solely towards the promotion of the objects above and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to members, except in good faith in the promotion of those objects.

3.2 WANADA will ensure its services are designed and constructed to provide equal access for all users entitled to them, free of any form of discrimination on the basis of a person's age, country of birth, language, culture, sexual orientation, race or religion.

3.3 Subject to powers conferred by Section 13 of the *Act*, WANADA may do all things necessary or convenient for carrying out its purpose and objects. In particular the Association may:

a) acquire, hold, deal with and dispose of any real or personal property;

b) open and operate bank accounts;

c) invest its money;

d) borrow money upon such terms as the Association thinks fit;

e) give security for the discharge of liabilities incurred by the Association;

f) appoint agents to conduct business on its behalf;

g) enter into any contracts the Association considers necessary or desirable;

h) appoint salaried staff necessary to further its objects; and

i) generally do any other act, matter or thing or enter into any agreement or arrangement that is incidental to or conducive to the attainment of any of the objects of the Association.

4. MEMBERSHIP

4.1 **Membership Categories**:

There are two categories of membership: Full and Associate members. Associate members includes individuals.

4.2 **Membership Eligibility:**

4.2.1 Full membership will be available to those legally constituted non-government and government organisations or branches of legally constituted agencies whose prime function is the delivery of services in alcohol and other drugs and who support the purpose and objects of WANADA.

4.2.2 All other legally constituted non-government and government agencies and individuals who support the objects of WANADA will be eligible for Associate membership.

4.2.3 Government alcohol and other drug service providers are eligible for membership.

4.2.4 In circumstances where this definition may unnecessarily restrict organisations or individuals from joining as members, the WANADA Board has the right to consider and grant membership to these on a case by case basis.

4.2.5 Organisations which have more than one site will be able to purchase only one Full membership.

4.3 **Membership Applications:**

4.3.1 Application by an organisation for any category of membership shall be made in writing to the WANADA Board, providing information on the organisation's aims, services provided and guiding principles, and the reasons why the organisation wishes to become a WANADA member.

4.3.2 Application by an individual for Associate membership shall be made in writing, providing information on the reasons why the applicant wishes to become a WANADA member.

4.4 **Acceptance of Membership:**

4.4.1 An organisation or individual shall become a member of WANADA following acceptance of the application at a minuted meeting of the WANADA Board and a notification to all financial Full members of the membership application and upon the receipt of no written objections received by the WANADA Board within twenty one (21) days of the notification.

4.4.2 If an objection is received an organisation or individual shall become a member of WANADA by the majority vote of financial Full members of the Association who are present and voting or voting by proxy at a General Meeting where notice of application and basis of objection has been included upon the Agenda. Where voting is indeterminate the Board will direct further actions required to reach a resolution.

4.5 **Member's Representative and Voting Rights:**

4.5.1 Each Full member shall be entitled to appoint a delegate to represent it and vote at all general meetings of WANADA.

4.5.2 Unless otherwise informed the appointed delegate will be the organisation's Chief Executive Officer or equivalent.

4.5.3 Only the appointed delegate, or in that delegate's absence the alternative delegate, is entitled to vote at any such meeting on behalf of a member.

4.5.4 Each financial Full member has one (1) vote.

4.5.5 Each Associate member has no vote.

4.6 **Member's Conflict of Interest:**

4.6.1 Members must declare any conflict of interest and exclude themselves from discussions on issues where they have a conflict.

4.6.2 Members or other parties may be excluded from discussion on potentially sensitive issues, at the discretion of the Chair.

4.7 **Termination of Membership:**

4.7.1 Membership may be terminated:

a) by authorised written notice from the resigning member;

b) for non-payment of membership fees if the fees are not paid within three (3) months of the notified date; or

c) by expulsion for misconduct (see Clause 7).

5. BOARD OF DIRECTORS

5.1 **Board Membership:**

5.1.1 The Board will comprise eight (8) directors elected from the Association membership by the Association membership. Elected directors may appoint an additional two (2) directors on the basis of particular skills or experience. The Chairperson (see Clause 5.3.2) is additional to these appointments.

5.1.2 The membership will elect the eight (8) directors on the basis of their corporate governance skills and experience, sector knowledge and links to other strategically relevant networks.

5.1.3 Election of directors shall be as per WANADA's Board of Directors Election Rules.

5.1.4 Nominees for the elected director positions on the Board must, as part of their nomination, prepare a written nomination for review by the membership, demonstrating how their corporate governance skills and experience, sector knowledge and links to other strategically relevant networks meet the needs of the Association.

5.1.5 Elected directors must be the authorised representatives of financial Full members to be eligible for nomination.

5.1.6 There shall be no option for directors to have proxies.

5.2 **Board Responsibilities:**

5.2.1 The Board of Directors (Board) is solely responsible for the Association meeting its objects, its strategic plans, financial management, the formulation and implementation of policy and the general organisation and direction of the Association.

5.2.2 The Board will meet at least eight (8) times per year.

5.2.3 The Board may delegate responsibility for designated tasks to the Chief Executive Officer or other qualified person as it sees fit.

5.2.4 The Board shall be responsible for the appointment and dismissal of the Chief Executive Officer who shall be responsible to the Board.

5.3 **Board Office Bearers:**

5.3.1 All office bearers shall hold honorary positions. These office bearer positions are:

a) the Chair

b) the Vice Chair

c) the Secretary

d) the Treasurer

5.3.2 The Board shall appoint a Chair, who may be independent of a funded alcohol and other drug service, for a term of two (2) years, who will be eligible to be appointed for a further period of two (2) years.

5.3.3 All Office Bearers other than the Chair shall be selected by the Board from the elected and appointed Board of Directors immediately following the annual general meeting each year.

5.4 **Office Bearer Roles:**

5.4.1 **Chair and Vice Chair**

a) The Chair shall be responsible for ensuring that all meetings are properly conducted and that resolutions of Board meetings are implemented.

b) The Chairperson must preside at all general meetings and Board meetings. In the event that the Chair is not available for a general or Board meeting, the Vice Chair shall act as Chair protemps and in the event that the Chair and Vice Chair are not available for a meeting, the remaining Directors shall elect from their number a person to act as Chair.

c) In the event that urgent action may be required where there is no stated WANADA guideline or policy, the Chair or in his/her absence a person appointed by him/her, shall so determine the action to be taken subject to ratification by the next meeting of the Board.

5.4.2 **Secretary**

In accordance with the *Act*, the Secretary on behalf of the Association must ensure:

a) all relevant correspondence of the Association is managed appropriately;

b) full and correct minutes of the proceedings of the Board and of the Association are kept;

c) an up-to-date register of the names and postal or residential addresses of all members is kept and is made available on reasonable notification for inspection by members. If a membership is terminated, the Secretary must ensure the name of the member is removed from the Register within 30 days of confirmation of termination;

d) the maintenance of the rules of the Association. The Secretary must ensure that the Association rules are made available for inspection upon request by a member of the Association. A member may make a copy of or take an extract from the rules;

e) a record of the names and residential or postal addresses of Board office bearers of the Association, and persons who are authorised: to use the common seal of the Association; as bank

signatories; and who are appointed or act as trustees on behalf of the Association; and

f) maintenance of all books, documents, records and registers of the Association, other than those required to be kept and maintained by the Treasurer.

5.4.3 **Treasurer**

The treasurer must ensure compliance of the Association with sections 25 and 26 of the *Act* with respect to the accounting records of the Association by ensuring:

a) correct accounting records as kept and explain the financial transactions and financial position of the Association;

b) accounting records enable true and fair accounts of the Association to be prepared when required;

c) accounting records are maintained to enable true and fair accounts of the Association to be conveniently and properly audited; and

d) accounts of the Association showing the financial position of the Association at the end of the immediately preceding financial year are provided to members at each annual general meeting of the Association.

5.5 **Board Director Terms:**

5.5.1 An elected director's term will commence at an Annual General Meeting until the second Annual General Meeting after his or her election. He or she is eligible for re-election to membership of the Board for no more than three (3) consecutive appointments (a maximum of six (6) consecutive years). This Clause comes into effect following the 2015 Annual General meeting.

5.5.2 Appointed directors shall hold office until the Annual General Meeting following their appointment to the Board, but he or she is eligible to be re-appointed to membership of the Board and are subject to the time limitations prescribed in 5.5.1.

5.6 **Appointment to Casual Board Vacancies:**

5.6.1 The Board shall have power to appoint an authorised representative of a Full member to fill any casual elected director vacancy on the Board until the next Annual General Meeting.

5.6.2 Any member so appointed shall retire at the next Annual General Meeting but shall be eligible for election to become a director at such a meeting.

5.7 **Vacation of Board Office:**

5.7.1 The office of Board director shall become vacant:

a) if the director dies.

b) if the director becomes bankrupt or is undischarged bankrupt.

c) if the director becomes mentally ill or a person whose person or estate is liable to be dealt with in any way under the law relating to mental health.

d) if the director resigns from office by notice in writing to the Association.

e) if the director is absent without leave from meetings of the Board for three (3) consecutive meetings.

f) if the director ceases to be a member of the Association.

g) upon a resolution being passed by a quorum majority of financial Full members present or voting by proxy at a properly constituted meeting of the Association specially called for the purpose of removing the director from office.

h) if the director holds any office of profit under the Association.

i) if the director is directly or indirectly interested in any contract or proposed contract with the Association without declaring such interest.

5.8 **Board Quorum:**

5.8.1 At a Board meeting, five (5) directors, one of whom must be an office bearer, shall constitute a quorum.

6. STANDING COMMITTEES AND TASK GROUPS

6.1 The Board may appoint standing committees from time to time to collect information, consider policy issues and to bring policy issues to the attention of the Board. The structure, responsibilities and organisation of each Standing Committee will be determined and controlled by the Board as appropriate.

6.2 The Board may appoint task groups to deal with specific issues arising. Each task group will report directly to the Board and will be structured and organised in the manner determined or approved by the Board.

6.3 Participants of standing committees and task groups will be approved by the Board, and any conflict of interest must be declared by participants.

6.3.1 The Board may delegate, in writing, to one or more standing committee and/or task group exercises or functions of the Board other than:

a) the power of delegation; and

b) duties imposed on the Board by the *Act* or any other law.

6.3.2 The Board may, in writing, revoke any wholly or in part any delegation.

7. EXPULSION OF MEMBERS

7.1 The Board may recommend to the Association the expulsion of any member for any reason, subject to any proceedings complying with the rules of natural justice. A member can be expelled from membership upon a resolution being passed by a properly constituted meeting of the Association specifically called for the expulsion from membership of that member.

8. PROCEEDINGS AT MEETINGS

8.1 At all meetings of the Association the Board Chair shall take the chair, and in the absence of that person the Board Vice Chair shall take the chair, and in the absence of that person a member selected by the Board shall take the chair.

8.2 Only Full members whose subscriptions are paid up shall be entitled to vote at meetings.

8.2.1 Any financial Full member may, if unable to attend a meeting of the Association, appoint in writing a delegate and an alternative delegate as proxy to vote at the meeting of the Association if notice of the appointment of the proxy is received by the Chief Executive Officer of the Association prior to the date of the meeting. The manner of proxy votes shall be determined by the Board. Any question as to the validity of a proxy must be determined by the Chair whose decision will be final.

8.3 Business shall be conducted on normal meeting procedures, except where this is inconsistent with the provisions of this Constitution.

8.4 Voting shall be by secret ballot for the election of directors for the Board. With other business, voting shall be by a show of hands or a division of members unless not less than a quorum of financial members entitled to vote present or voting by proxy demand a secret ballot, in which case a secret ballot shall be held. Election shall be on a "first past the post" basis as described in WANADA's Board of Directors Election Rules.

8.4.1 The Chair shall determine the manner in which a secret ballot shall be conducted, and the result of the ballot as declared by the Chair shall be deemed to be the resolution of the meeting.

8.4.2 At any meeting, every question, matter or motion shall be decided by a majority of votes of the financial members entitled to vote present or voting by proxy, unless otherwise specified in these rules.

8.4.3 Upon every motion and in the case of a tied vote, the Chair shall have a casting vote only.

8.5 The Board shall cause minutes to be made:

a) of all appointments of office-bearers and members of the Board;

b) of the names of members of directors present at all meetings of the Association and of the Board; and

c) of all proceedings at all meetings of the Association and of the Board.

Such minutes shall be signed by the Chair of the meeting at which the proceedings were held or by the Chair of the next succeeding meeting.

9. QUORUM

9.1 There shall be present or voting by proxy at least ten (10) financial Full members at all Association meetings.

9.2 Once the meeting has commenced, the business of the meeting may be conducted and transacted notwithstanding that the number of financial Full members present or voting by proxy falls below ten financial Full members.

9.3 Provided however, that the meeting shall not be competent to conduct or transact the business of the meeting if the number of financial Full members present or voting by proxy falls below eight (8) of all financial Full members.

9.4 Notwithstanding the above provision the quorum in relation to any resolution before any meeting which relates to the change, alteration or variation of the Constitution (not the By-Laws) or the expulsion of any member of the Association shall be ten (10) financial Full members at any meeting.

9.4.1 Notwithstanding the above provision the quorum in relation to any resolution before an extraordinary meeting which relates to the change, alteration or variation of the Constitution (not the By-Laws) shall be ten (10) financial Full members at any meeting. Except that, when three (3) extraordinary meetings have been called for the same proposal, and this quorum has not been present, then, at the third meeting, the quorum as specified in the preceding clauses will apply.

9.4.2 Notwithstanding the above provisions, the quorum in relation to the expulsion of any member of the Association shall be ten (10) financial Full members at any meeting.

9.5 Should within half an hour of the time set down for an Board meeting to commence, a quorum not be present, then the meeting shall be adjourned to the same time and place seven days later or to a place and to a time within one month of the date of such meeting, to be determined thereat.

10. GENERAL AND ANNUAL GENERAL MEETINGS

10.1 The Annual General Meeting of the Association shall be held within four (4) months of the end of the financial year as per the *Act*, or within such time as approved by the authority legally entitled to approve a date in excess of four

(4) months of the end of the financial year, upon a date and at a time to be fixed by the Board for the following purposes:

a) presentation of the Minutes of the previous annual general meeting.

b) treasurer's statement and presentation of the Auditor's report for the financial year;

c) report of the Board;

d) election of Board members (as per WANADA's Board of Directors Election Rules);

e) appointment of the independent Auditor (as per Clause 14.2);

f) fix the amount of subscription for all categories of membership to apply for the following calendar year (as per Clause 13.2); and

g) such business of which twenty-one (21) days notice has been given in writing.

10.2 The Board may from time to time call general meetings.

10.3 Items for discussion at general meetings must be submitted in writing by financial members to the secretary and provided that such submissions are received no later than three (3) weeks prior to the next general meeting, the Board shall place items on the agenda to be discussed at the next general meeting following receipt of the written submission.

10.4 Special business, excepting alterations to the Constitution, may be introduced and dealt with upon a resolution (suspending standing orders) and carried by over one-half (1/2) of votes of financial members entitled to vote present or voting by proxy.

10.5 Twenty-one (21) days at least before the annual general meeting or any other general meeting a notice of such meeting and an agenda of the business to be transacted thereat shall be posted to every member.

10.6 The Board shall call an extraordinary general meeting forthwith (ie within 7 days) upon the requisition in writing, of at least eight (8) of the financial Full members, stating the purposes for which the meeting is required. No other matter can be dealt with at such a meeting.

11. MINUTES

11.1 Minutes of all meetings of each committee shall be taken and entered in books kept for that purpose.

12. SUBSCRIPTION

12.1 Changes to the membership fees and dates for payment will be proposed by the WANADA Board from time to time and fixed subject to approval by the members at the next annual general meeting. The annual general meeting shall determine by majority vote of financial members entitled to vote present or voting by proxy any changes to the amount of subscription for all categories of membership for the following calendar year. The subscription rates for Associate members are to be less than that of the maximum rate for Full members.

12.2 All members must pay the appropriate membership fee on joining and after that, on the date fixed for payment for each subsequent annual period. All annual subscriptions shall be payable on or by a date to be determined by the annual general meeting.

12.3 If any member shall fail to pay the annual subscription within one (1) month from the date of which it has become due, notice shall be sent calling attention thereto, and if it is not paid within a further two (2) months, from the posting of such notice, membership of the Association shall cease as per the clause 4.9b. Provided however, that if at any time a satisfactory explanation is given to the Board the member may at the discretion of the Board and upon payment of arrears be readmitted to membership.

13. FINANCE

13.1 The financial year of the Association shall end on the 30th day of June in each year to which day the accounts of the Association shall be balanced.

13.2 Audit:

a) The Auditor shall be appointed at the annual general meeting and shall be a member of CPA Australia or the Institute of Chartered Accountants. They shall examine all accounts, vouchers, receipts, books, etc, and furnish a report thereon to the members at the Annual Meeting. Audits may be conducted at other times at the discretion of the Board.

b) Subject to paragraph (c) hereof notice of the intention to nominate an Auditor to replace the current Auditor shall be given to the Board at least twenty-one (21) days before the annual general meeting. The Board shall send a copy of the nomination to the current Auditor at least seven (7) days before the annual general meeting and if she/he so wishes be heard at such annual general meeting.

c) Where the current Auditor submits his/her resignation, or notifies the Board of his/her intention not to seek re-election as Auditor, paragraph (b) hereof shall not apply. A vacancy occurring in the office of Auditors during the year shall be filled by an appointment by the Board.

13.3 Tax-deductible donations collected are not to be distributed to any agency which is not approved as a public benevolent institution with the Australian Taxation Office under item 4.1.1 in Subdivision 30-B of the *Income Tax Assessment* Act 1997.

14. STAFF

14.1 The Chief Executive Officer will attend all meetings of the Board (unless excused by the Board) but will not be entitled to vote.

14.2 The Chief Executive Officer shall present at the first Board meeting after each annual general meeting a business plan outlining the priorities of the Association for the next twelve (12) month period and the Board shall adopt the business plan presented by the Chief Executive Officer with such amendments and additions as the Board considers appropriate.

15. GIFTS

15.1 Where gifts of money, bequests, devises or other gifts have been made to the Association upon conditions for the aim of the Association, the Association shall use or apply money representing those gifts, bequests or devises in accordance with the conditions upon which they were made.

16. BY-LAWS

16.1 The Board may from time to time make, repeal and amend all such By-Laws provided they are consistent with the Constitution, as they shall deem expedient for the management and well-being of the Association. All By-Laws made by the Board under this rule shall remain lawful and operative, until repealed by the Board or amended or rescinded by the general meeting.

17. AMENDMENT TO CONSTITUTION

17.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the *Act*.

18. COMPLAINTS AND DISPUTES

18.1 Any complaint made by a member or members of the public against the Association or a member must be submitted in writing to the Board within three (3) months of the incident or cause of complaint. Complaints related to legal obligations are to be referred in the first instance as required to the appropriate statutory authorities.

18.2 The Board must investigate the complaint fully.

18.3 The person(s) making the complaint will be informed of the outcome in writing.

18.4 In the case of a dispute, the parties to the dispute must meet and discuss the matter, and try and resolve the dispute within fourteen (14) days after the dispute comes to the attention of all the parties.

18.5 If the parties are unable to resolve the dispute at the meeting, or if a party unreasonably fails to attend that meeting, then the parties must, within ten (10) days, hold a meeting in the presence of a mediator.

The mediator must be:

a) a qualified person chosen by agreement between the parties; or

b) in the absence of agreement:

- in the case of a dispute between a member and another member, a qualified person appointed by the Board; or

- in the case of a dispute between a member or non-member and the Association, a qualified person who is a mediator appointed to, or employed with, a not-for-profit organisation.

18.6 A qualified member of the Association can be a mediator, provided they are not party to the dispute.

18.7 The parties of the dispute must, in good faith, attempt to settle the dispute by mediation.

18.8 The mediator must:

a) give the parties to the mediation process reasonable opportunity to be heard;

b) allow due consideration by all parties of any reasonable written statement submitted by any party; and

c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process

18.9 The mediator must not determine the dispute.

18.10 The mediation must be confidential and without prejudice.

18.11 If the dispute is not resolved by mediation, the parties may seek to resolve the dispute in accordance with the *Act* or otherwise at law.

19. NOTICES

19.1 Every financial member of the Association shall communicate to the Secretary his/her address or that of his/her agent and all notices posted to such address shall be considered as having been duly given at the expiration of fourteen (14) days after posting.

20. INTERPRETATION

20.1 Where appropriate, words importing the singular number or plural number shall include the plural number and singular number respectively and words importing the masculine gender shall include the feminine or neuter gender.

20.2 The term "drug" shall include the drug alcohol.

21. DISSOLUTION

21.1 The Association shall be dissolved upon the votes of three-quarters (3/4) majority of financial Full members present or voting by proxy at a special general meeting specially convened for such purposes.

21.2 If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another association incorporated under the *Act* which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the members.

21.3 Should the Association be dissolved, the Commission will be advised as to the date of dissolution of the Association.

22. COMMON SEAL

22.1 The common seal of the Association engraved with the name "Western Australian Network of Alcohol and other Drug Agencies Incorporated" shall be kept securely at WANADA. This security is ensured by the Chairperson.

22.2 The seal shall not be used or affixed to any deed or other document except pursuant to a resolution of the Board.