



CONSTITUTION OF THE FREMANTLE ITALIAN AGED PERSONS SERVICES ASSOCIATION (INC)

(As amended at the AGM on the 7 March 1990, 28 November 1993 and 27 November 2018)

1. NAME AND DEFINITIONS

(a) The Title of the Association shall be the "Fremantle Italian Aged Persons Services Association" (hereinafter referred to as "the Association").

(b) Definitions - in this Constitution:-

Act means the Associations Incorporation Act 2015

Association means the incorporated association to which these rules apply

Books of the Association means and includes a Register, financial records, financial statements or financial reports however compiled ordered or stored, any document and any other record of information of the Association.

Commissioner means the person for the time being designated as the commissioner under section 153 of the Act

Committee or Committee of Management means the management committee of the Association

Register of Members means the register of members referred to in Section 53 of the Act

2. OBJECTS

The objects of the Association shall be:

(a) To be registered as a charitable and non-profitable organisation.

(b) To raise funds for the purpose of providing Hostels, Nursing Homes and other appropriate buildings, accommodation, facilities and services (hereinafter called "the Homes" for aged/infirm and disabled persons and to furnish and maintain the Homes.

(c) To arrange and organise the establishment, acquisition of or the construction of and maintenance of the Homes and related premises and facilities and services for aged and disabled persons.

(d) To administer the Homes upon completion.

(e) To arrange and provide community and personal services and assistance to aged/infirm and disabled persons.

(f) The Association shall not be a political association.



3. POWERS

The powers of the Association shall be:

- (a) To purchase, take on, lease or in exchange hire or otherwise acquire or deal with such consideration as may be thought fit any; property or assets real or personal or any rights of privileges which may be considered a benefit to the Association.
- (b) To make such agreements with local government authorities or other bodies or persons for the purchase, leasing or other hiring of suitable property or properties and equipment for the purpose of the Association by reservation or by any means whatsoever.
- (c) To borrow money with or without security and on such conditions as the Committee of Management shall think fit, but so that no land acquired by reservation from the Crown shall be subjected to any registered mortgages or encumbrances without the consent of the Crown.
- (d) To acquire money or other property by donations, common legacies or any other means which the Committee of Management may deem fit.
- (e) To make, vary and revoke rules and regulations for the good order and management of the Homes.
- (f) To decide conditions to be complied with by residents of the homes.
- (g) To decide suitability of applicants and to allot priorities for the occupation of the Homes by the Committee of Management.
- (h) To appoint and dismiss and to determine conditions of employment of all staff and officials for the supervision and management of the Homes under the control and direction of the Committee of Management.
- (i) For the like purpose to sell or dispose of the whole or any part of the assets of the Association as may be determined from time to time by the Committee of Management
- (j) Generally to do all such other things as may appear to be necessary incidental or conducive to the attainment of the above objects or any of them.

4. NON-PROFIT

The income and property of the Association shall be applied solely towards the promotion on the objects and purpose of the Association and no portion thereof shall be paid or transferred directly or indirectly to any member of the Association provided that nothing herein shall prevent the payment in good faith of remuneration to any member of the Association, or other person in return for any services actually rendered to the Association PROVIDED FURTHER THAT no such payment shall be made to any member of the management committee unless authorized by resolution of the Association.

5. MEMBERSHIP AND SUBSCRIPTION



5.1 Membership of the Association shall be open to all persons who have attained the age of 18 years and who have an interest in the attainment of the objects of the Association and such persons shall be eligible to become a Member of the Association and make application for admission to the Association, providing always that the Committee of Management shall in its absolute discretion be entitled to refuse any application for membership but the applicant has the entitlement to request a reason for such refusal.

5.2 Members shall be classified as follows:

(a) Ordinary Members - shall be persons from the age of eighteen years residing in Western Australia who shall pay an annual subscription to be determined from time to time by the Committee of Management.

(b) On the recommendation of the Committee of Management the Association may elect at any General Meeting a member of the Association to the position of Life Member of the Association. Such a resolution at any General Meeting must be carried by a motion passed by at least two thirds or the Members present and entitled to vote. Life members shall enjoy the same rights and privileges as Ordinary Members.

(c) The Committee of Management may appoint Honorary Members of the Association who in the view of the Committee of Management shall contribute to the promotion of the Association. Honorary members of the Association shall pay no subscription fee and shall be entitled to all the benefits and privileges of membership except that they shall not be qualified to be officers or members of the Committee of Management or entitled to vote at any General Meeting of Members.

(d) Only financial Members shall be entitled to vote at the Annual General Meeting or any General Meeting of the Association.

(c) Membership of the Association shall run from the 1st day of July in any year until the 30th of June of the following year.

(l) A register of Members of the Association for the time being shall be kept by the Secretary and can be inspected by any financial Member on a written application to the Secretary, It shall be the responsibility of a Member to advise the Secretary of any change of address.

6. PATRON

The Association at its Annual General Meeting shall from time to time be authorised pursuant to a recommendation from the Committee of Management to elect a Patron.

7. COMMITTEE OF MANAGEMENT

(a) The Management of the Association shall be vested in the Committee of Management consisting of the President, the Vice President, the Secretary, the Treasurer and a maximum of eight other



members. One half of the committee shall retire each year and be eligible for re-election at the Annual General meeting of the Association provided however that in any year only two of the following President, Vice President, Secretary, Treasurer shall retire and be eligible for re-election. In the first year the selection of committee members to retire will be by ballot and therefrom the longest serving Committee Members will retire and be eligible for re-election. If there are insufficient resignations in any one year for the purposes of this clause then such of the members of the committee who shall have served on the committee the longest and who shall be the eldest in that order shall be deemed to have resigned until one half of them shall either have resigned or be deemed to have resigned for the purposes of this clause.

(b) The Committee of Management shall in all cases give consideration to the will of the Members as expressed at General Meetings.

(c) The Committee shall have the power to fill any vacancies rendered vacant during the year. Persons filling in vacancies during the year must retire at the nearest Annual General Meeting and may be eligible for re-election.

(d) The President shall preside at all meetings of the Committee of Management and in his/her absence the Vice President shall preside. In the absence of both the President and Vice President then the members shall elect a chairperson for that meeting.

(e) All resolutions of the Committee of Management shall be decided by a majority vote of those present. The Chairperson shall have the right of a casting vote in addition to his/her ordinary vote whenever there is an equality of votes.

(f) A quorum at meetings of the Committee of Management shall consist of the Chairperson plus five members of the Committee of Management.

(g) Any member of the Committee of Management being absent for three consecutive meetings without any apology or the consent of the Committee of Management shall forfeit his or her seat on the Committee of Management.

(h) Meetings of the Committee of Management shall be arranged on days mutually agreeable by the majority of the Committee of Management members, or in the event of non-agreement, on a date directed by the Chairperson of which every member of the Committee of Management shall be notified at least seven clear days prior to the date of such meeting. Special meetings of the Committee of Management shall be called by the Chairperson for the time being of the Association or by three members of the Committee of Management and seven days' notice in writing of the date of such meeting shall be being given to all members of the Committee of Management by the Secretary.

(i) The Committee of Management may appoint a Sub-Committee for any purpose it may deem advisable and shall have the power to alter the personnel of any Sub-Committee at any time. Any Sub-Committee may co-opt any person or persons to serve on that particular Sub-Committee.

(j) Minutes of all resolutions and proceedings shall be entered in the book provided for the purpose by the Secretary.

(k) The Committee of Management shall at all times see that no debts or liabilities are incurred in the excess of the Association's assets and should an occasion arise when an outlay beyond the



available resources of the Association is considered advisable the Committee shall call a General Meeting of the Association to acquire authorisation to incur such debts or liabilities.

8. ELECTION OF COMMITTEE OF MANAGEMENT

The election of d Committee of Management shall be held in accordance with clause 7(a) under the following provisions:

(a) Every candidate shall be nominated in writing by two financial members of the Association both of whom shall sign the nominations. The candidate also shall sign the nomination as evidence of consent thereto.

(b) Every nomination shall be posted or delivered to the Secretary so as to be in the Secretary's hands not less than ten days prior to the date of the Annual General Meeting. Any nomination which is received by the Secretary after that date shall be invalid.

(c) In case no more than the required number of candidates shall be nominated for any office those nominations shall be declared elected.

(d) In case there are more than the required number of candidates there shall be an election. Such election shall be by ballot. The Secretary shall arrange for the names of candidates to be printed, typewritten or written on ballot papers. Ballot papers shall be available to members at the Annual General Meeting and shall be numbered.

(e) In the event of the number of candidates nominated being less than the number of vacancies to be filled, the Chairperson at the Annual General Meeting shall declare the candidates already nominated elected and shall then call for the verbal nomination of candidates for election to fill the remaining vacancies and an election shall be held accordingly.

(f) In the event of any two or more candidates receiving an equal number of votes then (to the extent that it is necessary to do so) a further ballot shall be held for the election of those candidates only.

(g) no person shall without the leave of the Commissioner accept an appointment of or act as a member of the management committee if he is according to the Section 13 of the Interpretation Act 1984 a bankrupt person who's affairs are under insolvency laws or a person who has been convicted under any law within or outside the State of an indictable offense in relation to the promotion formation or management of a body corporate or an offense involving fraud or dishonesty punishable by imprisonment for a period of not less than three months or an offense under Part Four Division Three of Section 127 of the Act. This disqualification only applies to for a period of five years after conviction or five years after the time of the persons release from custody if the conviction results in a term of imprisonment"

9. GENERAL MEETINGS OF ASSOCIATION.

(a) The Annual General Meeting of the Association shall be held between the months of September and November in each calendar year for the purpose of electing a Committee of Management



every year, presentation of the Committee's report by the President and audited Accounts Report by the Treasurer.

(b) Any member may on giving to the Secretary not less than seven (7) days' notice together with a copy of the proposed resolutions, submit any resolutions to a General Meeting.

(c) The Secretary shall, whenever required by the Committee of Management, or by a requisition made in writing by not less than twenty per centum (20%) of the ordinary members of the Association convene a General Meeting. Any requisition for a General Meeting made by members shall express the object of the meeting proposed to be called and on receipt thereof. The Secretary shall forthwith convene a General Meeting.

(d) If the Secretary does not convene a General Meeting in accordance with sub-paragraph (c) hereof within thirty five (35) days of the date of the requisition being so sent. The requisitionists or any of them shall have the power to convene such meeting and any resolutions passed at such meeting shall be binding. Provided there is at least fifty-one per centum (51%) of the members of the Association in attendance.

(e) At least fourteen (14) days' notice of every General Meeting specifying the time and place of the General Meeting and the nature of the business shall be given to each member in writing.

(f) The President, or in the absence of the President the Vice-President, shall preside at all General Meetings. In the event of both being absent a Chairperson shall be elected by the members present.

(g) Voting at General Meetings shall be by show of hands and any resolution shall be passed in the affirmative vote of the majority of those present.

(h) Only financial members of the Association shall be entitled to vote or to speak at a General Meeting.

(i) For the Annual General Meeting of the Association at least fifteen (15) days written notice shall be given to all members of the time, date and place of the Annual General Meeting by the Secretary.

(j) If within half an hour from the time appointed for a General Meeting called by the Secretary of the Association after a decision of the Committee of Management a quorum of members is not present, (a quorum being ten members of the Association) the meeting shall be adjourned to such a day not later than twenty-one (21) days hence as the Committee of Management may by notice sent by the Secretary to the members of the Association appoint. If at the adjourned General Meeting a quorum of members is not present within one half of an hour of the time appointed for the Adjourned General Meeting, the members present and entitled to vote, shall constitute a quorum and be entitled to transact all business capable of being transacted at a General Meeting of the Association.

(g) Notice of every annual, special or general meeting of the Association may be given to members by post or email to the last address or last email appearing in the Association's register of members or as otherwise known to the Association



10. DUTIES OF OFFICE BEARERS

The duties of the office bearers shall be as follows:

(A) President - the President shall preside at all General Meetings and meetings of the Committee of Management of the Association. And it shall be his/her duty to preserve order and enforce the laws. Put all questions and announce the decision of the same. In all matters he/she shall have a deliberate and casting vote. The President shall also make the annual reports of the Association to the Annual General Meeting of the Association.

(B) Vice-President - it shall be the duties of the Vice-President to assist the President in marshalling the Association, to preside and in every respect to discharge the duties of the President in the President's absence.

(C) Secretary (1)- It shall be the duties of the Secretary to keep all the correspondence of the Association, to convene meetings of the Association as required by its rules and to keep minutes of all General Meetings and Committee of Management meetings in the book. Provided for such purpose. It shall also be the Secretary's duty to conduct the affairs of the Association under the direction of the Committee of Management and to see that all rules of the Constitution and resolutions of the Committee of Management are properly enforced.

(2) (i) The secretary, or other person authorized by the management committee, is responsible for the requirements imposed on the Association under section 53 of the act to maintain a register of members and record in that register any change in the membership of the Association

(ii) In addition to the matters referred to in Section 53(2) of the act, the register of members must include the class of membership (if applicable) to which each member belongs and the date on which each member becomes a member

(iii) The register of members and books of the Association must be kept in the secretary's place of residence or at another place determined by the committee

(iv) A member who wishes to inspect the register of members must contact the secretary to make the necessary arrangements

(v) The secretary shall keep the common seal, books and securities of the Association at his place of residence or any other place approved by the management committee. Any change in the register must be recorded within 28 days of the change occurring.

(D) Treasurer - it shall be the duty of the Treasurer to take charge of the monies of the Association and shall keep proper books of accounts. He/she shall deposit in a Trust Account with an approved bank all monies belonging to the Association and no money shall be withdrawn from the bank except on a form with the dual signature of the Treasurer and the Secretary or the President. The Treasurer shall pay all amounts or debts passed by the Committee of Management and present a financial statement to the Annual General Meeting of the Association and give the financial books of the Association to the auditor when required. The Treasurer shall also present a brief statement of account to meetings of the Committee of Management whenever required.



11. AUDITOR, FINANCIAL STATEMENT AND FINANCIAL YEAR

(a) There shall be an auditor who is not a member of the Committee of Management who shall be elected at the Annual General Meeting of the Association. Such auditor shall audit the accounts and have power at any time to call for all books, papers, accounts, etc. Relative to the affairs of the Association. The Committee of Management shall have power to fill any temporary vacancy in the office of auditor. The auditor shall be entitled to receive such remuneration as the Committee may determine. The auditor need not necessarily be a member of the Association.

(b) The financial statement shall refer to the financial affairs of the Association for the financial year immediately preceding the annual general meeting

(c) The financial year of the Association shall commence on first day of July in each year

12. EXPULSION OF MEMBERS

(a) The Committee of Management shall be vested with the power to suspend from membership, to expel any member of the Association and/or take such disciplinary measures as the Committee of Management may decide in respect of any behaviour or action taken by such member.

(b) There shall be a right of appeal **other than to a decision of the management committee regarding a dispute which has been referred to and resolved by the management committee pursuant to clause 12A [to which clause 12A (xi)] shall apply** by such member to a General Meeting of the Association called for that purpose and any decision to vary or cancel the decision of the Management Committee shall be decided by a two-thirds majority of those members present at that Meeting.

12A RESOLVING DISPUTES BETWEEN MEMBERS, AND MEMBERS AND THE ASSOCIATION

12A (I) This clause applies to disputes between members or between one or more members and the Association (hereinafter referred to as the parties)

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

(iii) If the parties to the dispute are unable to resolve the dispute between themselves within the time required in sub rule (ii) any party to the dispute may give written notice to the secretary of the parties to the dispute and the matters that are the subject of the dispute

(iv) Within 28 days after the secretary is given the notice a meeting of the management committee shall be convened to consider and determine the dispute

(v) The secretary must give each party written notice of the committee meeting at which the dispute is to be considered and determined at least seven days before the meeting is held

(vi) The notice given to each party to the dispute must state when and where the committee meeting is to be held and that the party or the party's representative may attend the



meeting and will be given a reasonable opportunity to make written and/or oral submissions to the committee about the dispute

(vii) At the committee meeting at which the dispute is to be considered and determined the committee must give each party to the dispute or the party's representative a reasonable opportunity to make written and/or oral submissions to the committee about the dispute and give due consideration to any submissions so made and determine the dispute

(viii) The committee must give each party to the dispute written notice of the committee's determination and the reasons for the determination within seven days after the committee meeting at which the determination is made

(xi) A party to the dispute may within 14 days after receiving notice of the committee's determination give written notice to the secretary requesting that the dispute be referred for resolution to a special general meeting of the Association and the secretary shall call such a special general meeting as if it had been requisitioned under the provisions of clause 9 of the Constitution giving notice to the members of the dispute to be considered at that meeting.

13. ALTERATION AND REPEAL OF RULES

No part of this Constitution shall be repealed or altered and no addition shall be made thereto, save by a majority of two thirds of the members present and entitled to vote at a General Meeting and at least ten days' notice of the intention to propose any alteration, deletion or addition shall be given by the Secretary to every member.

14. COMMON SEAL

There shall be a Common Seal engraved with the name of the Association and it shall be kept in the care of the Secretary. The Seal shall not be used or affixed to any deed or other document except pursuant to and by virtue of a resolution of the Committee and in the presence of any two of the President, the Vice President, the Secretary, and the Treasurer who shall subscribe their names as witnesses.

15. DISSOLUTION

- (a) The Association may be dissolved or wound up by a resolution at a General Meeting called for such purpose by a two thirds majority of the members present at such meeting. If upon the dissolution or winding up of the Association there remains. After the satisfaction of all its debts and liabilities, any property whatsoever. The same shall not be paid to, transferred or distributed amongst the members of the Association. It shall be given to some oilier association, institution or body having objects similar wholly or in part to the objects of the Association, provided that the association institution or body shall prohibit the distribution of its income and property among its members, or it shall be paid to or transferred for some charitable object, which association, institution, body or object shall be



determined by the members of the Association at or before the time of dissolution or winding up. In default of any such resolution such payment, transfer or distribution shall be determined by a Judge the Supreme Court of Western Australia.

(b) “Surplus property” in relation to the Association means property remaining after satisfaction of

A) The debts and liabilities of the Association; and

B) (i) the costs, charges and expenses of winding up or cancelling the incorporation of the Association but does not include books relating to the management of the Association

(ii) notwithstanding the provisions of subclause (a) of this clause, on the cancellation of the incorporation or the winding up of the Association its surplus property must be distributed as determined by special resolution by reference to the persons mentioned in section 24(1) of the Act

16. INTERPRETATION OF RULES

If any question shall arise as to the interpretation of this Constitution the same shall be determined by the Committee of Management, but any member aggrieved by the Committee of Management’s decision shall have the rights to appeal to any General Meeting of the Association as provided under Clause 13 of Constitution.