



Constitution

Modified version of the Model Constitution proposed by the WIPAN Board of Management and adopted by the WIPAN Membership¹

Under the Associations Incorporation Act 2009 (NSW).

¹This version incorporates changes agreed by special resolution at the Annual General Meeting on 4 November 2017.

About this Constitution

The Constitution of an incorporated association forms the structure within which the association operates.

The Constitution is a document that contains information relating to the organisation's core and fundamental principles and is the rules, which govern the activities of the organisation, its board and membership.

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Part 1 - Preliminary

1. Name

The name of the incorporated association is the Women in Prison Advocacy Network (“WIPAN”). WIPAN’s registered business name is Women’s Justice Network (“WJN”).

2. Philosophical Principles

The Women in Prison Advocacy Network is:

- (a) A grassroots community organisation - managed and directed by a group of women, dedicated to advancing the prospects and well-being of women and female youth affected by the criminal justice system.
- (b) Its main or principal objective is to include and work with women and female youth with lived experience to address the many issues facing criminalised women and female youth both systemically, by advocating to improve the criminal justice system and individually, by mentoring and by leadership development.
- (c) WIPAN’s experience demonstrates that by providing women and female youth with gender responsive social support, recidivism rates and the consequent growing prison population are reduced.
- (d) It is carried on without purpose of private gain for particular persons;
- (e) Is established for the benefit of a particular section or class of the public, being women and female youth affected by the criminal justice system;
- (f) Provides relief without discrimination to every member of that section of the public, which the organisation aims to benefit.

3. Objects and Purposes

(a) WIPAN’s vision is that all women and female youth affected by the criminal justice system live free from violence and discrimination, benefit from adequate living standards, are treated with dignity and respect and are empowered to secure and preserve their individual rights.

(b) Its objects and purposes are to:

- I. Reduce the recidivism rate of women and female youth being imprisoned.

- II. Establish dialogue with women and female youth affected by the criminal justice system, government and non-government agencies and other relevant stakeholders.
- III. Provide evidence based practical mentoring and non-stigmatised support.
- IV. Advocate for systemic change, and
- V. Promote community awareness and education.

4. Definitions

(1) In this Constitution:

“Director-General” means the Director-General of the Department of Services, Technology and Administration.

“Electronically” means by telephone, email and videoconference or like means. This is important for our meetings where members/board members attend by telephone etc. and for decisions by email etc.

“Lived experience” has the primary meaning of personal knowledge of the criminal justice system based on having faced criminal charges and been detained and/or incarcerated in consequence. However, this definition does not exclude the possibility of a broader interpretation recognizing the personal knowledge gained through the impact on one’s life of the enmeshment of a close friend or relative in the criminal justice system.

“A natural person” is an individual human being and not a company or other legally created entity

“Ordinary member” means a member of WIPAN who is not an office-bearer or board member of WIPAN.

“Secretary” means the person holding office under this Constitution as Secretary of WIPAN.

“Special general meeting” means a special general meeting of the WIPAN membership other than an annual general meeting.

“Special board meeting” means a board meeting of the WIPAN board that occurs outside of the regular board meetings.

“The Act” means the Associations Incorporation Act 2009, or the Act currently in place at the time.

“The Regulation” means the Associations Incorporation Regulation 2010, or the Regulation currently in place at the time.

“WIPAN” means WJN.

(2) In this Constitution:

(a) A reference to a function includes a reference to a power, authority and duty, and

(b) A reference to the exercise of a function includes, if the function is a duty, a reference to the performance of the duty.

(3) The provisions of the Interpretation Act 1987 apply to and in respect of this Constitution in the same manner as those provisions would so apply if this Constitution were an instrument (document) made under the Act.

Part 2 – Membership

1. Classes of members

(1) The members of the Association will be:

- a) Individuals who support the objects and purposes of WIPAN;
- b) Organisations that support the objects and purposes of WIPAN.

(2) Voting membership is available to female members (especially women with lived experience and women who support women with lived experience) who are committed to WIPAN's goals, principles and values and want to be actively involved in advancing WIPAN's well-being and prospects as an organisation. Voting membership is also available to organisations that share the above commitments.

(3) Affiliate (non-voting) membership is available to other individuals and organisations who support the aims of WIPAN.

2. Membership status

(1) A person is eligible to be a member of WIPAN if that person:

- a) Is a natural person, and
- b) Has been approved for membership of WIPAN in accordance with clause 3.

(2) Where a member is an organisation, the organisation is entitled to appoint a woman delegate to attend meetings, and the delegate shall have sole entitlement to exercise the voting rights of the member organisation.

3. Application for membership

(1) An application for membership of WIPAN:

- (a) Must be made in writing on the form prescribed by WIPAN from time to time and available on the WIPAN website.
- (b) Must be lodged with the Secretary or authorised delegated person of WIPAN.

(2) As soon as practicable after receiving an application for voting membership, the WIPAN Secretary or delegated person must refer the application to the WIPAN Board, which is to determine whether to approve it or reject it, or whether to seek additional information about

the applicant before deciding. Applications for affiliate membership will normally be approved without referral to the Board.

(3) As soon as practicable after the Board makes that determination, the Secretary, or delegated person must:

(a) Notify the applicant, in writing, that the Board has approved or rejected the application (whichever is applicable), and

(b) If the Board approves the application, request the applicant to pay, if she has not already done so, the sum payable under this Constitution by a member as the annual subscription. This payment must be made within twenty-eight (28) days of the applicant's receipt of the notification. The same request will be put to applicants for affiliate membership who have not already paid.

(4) The Secretary, or delegated person must, on payment by an approved applicant of the amounts referred to in subclause 3.3.b within the period referred to in that provision, enter the applicant's name (or cause it to be entered) in the register of members. On the name being so entered, the applicant becomes a member of WIPAN.

4. Cessation of membership

A person ceases to be a member of WIPAN if the person:

(a) dies, or is rendered permanently incapable of performing the duties of office, or

(b) Resigns membership, or

(c) Is expelled, or

(d) The member is not able to be contacted, or

(e) Fails to pay the annual membership fee under clause 8 (1) within 3 months after the fee is due.

5. Membership entitlements not transferable

A right, privilege or obligation that a person has by reason of being a member of WIPAN:

(a) Is not capable of being transferred or transmitted to another person, and

(b) Terminates on cessation of the person's membership.

6. Resignation of membership

- (1) A member of WIPAN may resign from membership by first giving to the Secretary, or delegated person written notice of at least one month (or such other period as the Board may determine) of the member's intention to resign and, on the expiration of the period of notice, the member ceases to be a member.
- (2) If a member of WIPAN ceases to be a member under subclause (1), and in every other case where a member ceases to hold membership, the Secretary, or delegated person must make an appropriate entry in the register of members recording the date on which the member ceased to be a member.
- (3) Refund of membership fee: no refund or pro rata refund of the membership fee paid is refundable.

7. Register of members

- (1) The Secretary of WIPAN must establish and maintain a register of members specifying the name and postal or residential address of each person who is a member of WIPAN together with the date on which the person became a member. The Secretary may delegate this duty to the appropriate administrative staff member of WIPAN.
- (2) The register of members must be kept in New South Wales:
 - (a) at the main premises of WIPAN, or
 - (b) If WIPAN has no premises, at WIPAN's official address.
- (3) The register of members must be available for inspection during normal business hours upon request by any member of WIPAN with reasonable notice and is free of charge.
- (4) A member of WIPAN may obtain a copy of any part of the register on payment of a fee of not more than \$1 for each page copied.
- (5) If a member requests that any information contained on the register about the member (other than the member's name) not be available for inspection, then that information must not be made available for inspection.

- (6) A member must not use information about a person obtained from the register to contact or send material to the person, other than for:
 - (a) The purposes of sending the person a newsletter, a notice in respect of a meeting or other event relating to WIPAN or other material relating to WIPAN, or
 - (b) Any other purpose necessary to comply with a requirement of the Act or the Regulation.

8. Fees and subscriptions

- 1) Each member must pay to WIPAN an annual membership fee as set out in the published fee schedule.
- 2) Membership fees may be reduced or waived at the discretion of the Board or a delegated person, where woman has lived experience or is experiencing financial hardship.

9. Members' liabilities

The liability of a member of WIPAN to contribute towards the payment of the debts and liabilities of WIPAN or the costs, charges and expenses of the winding up of the association is nil.

10. Resolution of disputes

- (1) A dispute between a member and another member (in their capacity as members) of WIPAN, or a dispute between a member or members and WIPAN, are to be referred to the CEO or the equivalent of WIPAN.
- (2) If a dispute cannot be resolved between the members, with the assistance of mediation by the CEO of WIPAN, within 2 months of the referral, the dispute is to be referred to the WIPAN Board or any person or agency that the member and/or the CEO or WIPAN's Board chooses to engage for further resolution.

11. Disciplining of members

- (1) A complaint may be made to the Board by any person that a member of WIPAN:
 - (a) has refused or neglected to comply with a provision or provisions of this Constitution, or
 - (b) has wilfully acted in a manner prejudicial or detrimental to the interests of WIPAN.
- (2) The Board may refuse to deal with a complaint if it considers the complaint to be trivial or vexatious in nature.
- (3) If the Board decides to deal with the complaint, the Board:
 - (a) Must cause notice of the complaint to be served on the member concerned, and
 - (b) Must give the member at least 14 days from the time the notice is served within which to make submissions to the Board in connection with the complaint, and
 - (c) Must take into consideration any submissions made by the member in connection with the complaint.
- (4) The Board may, by resolution, expel the member from WIPAN or suspend the member from membership of WIPAN if, after considering the complaint and any submissions made in connection with the complaint, where it is satisfied that the facts alleged in the complaint have been proven and the expulsion or suspension is warranted in the circumstances.
- (5) If the Board expels or suspends a member, the Secretary or delegated person must, within 7 days after the action is taken, provide written notice to the member of the decision and the reasons given by the Board for having taken that action and of the member's right of appeal under clause 12.
- 6) The expulsion or suspension does not take effect:
 - (a) until the expiration of the period within which the member is entitled to appeal against the resolution concerned, or
 - (b) if within that period the member exercises the right of appeal, unless and until WIPAN confirms the resolution under clause 12, whichever is the later.

12. Right of appeal of disciplined member

- (1) A member may appeal to WIPAN in a board meeting against a resolution of the Board under clause 11, within 7 days after notice of the resolution is served on the member, by lodging with the Secretary or delegated person a notice to that effect.
- (2) The notice may, but need not, be accompanied by a statement of the grounds on which the member intends to rely for the purposes of the appeal.
- (3) On receipt of a notice from a member under subclause 1, the Secretary or Public Officer must notify the Board, and convene a meeting of the members of WIPAN within 28 days after the date on which the Secretary or delegated person received the notice.
- (4) At a meeting convened under subclause 3:
 - (a) No business other than the question of the appeal is to be transacted, and
 - (b) The Board and the member must be given the opportunity to state their respective cases orally or in writing, or both, and
 - (c) The members present are to vote by secret ballot on the question of whether the resolution should be confirmed or revoked.
- (5) The appeal is to be determined by a simple majority of votes cast by board members of WIPAN

Part 3 - The Board

13. Powers of the Board

Subject to the Act, the Regulation and this Constitution and to any resolution passed by the association in a meeting, the Board:

- (a) Is to control and manage the affairs of the Association, and
- (b) May exercise all such functions as may be exercised by WIPAN, other than those functions that are required by this Constitution to be exercised by a meeting of the general membership of WIPAN, and
- (c) Has power to perform all such acts and do all such things as appear to the Board to be necessary or desirable for the proper management of the affairs of WIPAN.

14. Composition and membership of the Board

(1) The Board is normally to consist of:

- (a) The office-bearers of WIPAN, and
- (b) Four (4), or a maximum of five (5) ordinary Board members.

Access to regular Board membership and office is through election at a WIPAN annual general meeting as prescribed in clause 15 below.

- (2) Where possible, the Board shall comprise approximately 50% members who bring professional or board skills, and 50% members who bring lived experience (which may be in addition to their professional or board skills).
- (3) Where possible, the make-up of the Board should be reflective of the diversity of the female prison population.
- (4) The Board will strive to maintain a consistent balance between governance, community, policy, program, financial and commercial skills within its membership.

- (5) The Board may in any year appoint up to two (2) supplementary Board members to fill one or more gap(s) in the skills that the Board needs. These members are to be appointed for a maximum of one (1) year and are to have voting rights.
- (6) A Board member may hold up to 2 offices (other than both the President and Vice-President offices).
- (7) The maximum permissible size of the Board is therefore eleven (11) members (4 office bearers, 5 ordinary members, and 2 appointed supplementary members). The minimum permissible size of the Board is six (6) members (2 office-bearers each bearing 2 offices plus 4 ordinary members).
- (8) The office-bearers of WIPAN will normally be the following:
 - (a) President
 - (b) Vice President
 - (c) Treasurer
 - (d) Secretary
- (9) Each member of the Board, subject to this Constitution, is normally expected to remain on the Board for two (2) years, until her term expires at the conclusion of the annual general meeting 2 years from the date of her election. Re-election requires the submission of a new nomination to the annual general meeting.
- (10) No office bearer can remain in the same elected position for more than two (2) terms (which equates to four (4) consecutive years, a term being two years).

15. Election of Board members

- (1) Nominations of candidates for election as office-bearers of WIPAN or as ordinary Board members:
 - (a) Must be made in writing, signed by 2 voting members of WIPAN and accompanied by the written consent of the candidate (which may be endorsed on the form of the nomination), and
 - (b) Must be delivered to the Secretary or nominated person of WIPAN at least 14 days before the date fixed for the holding of the annual general meeting at which the election is to take place.

- (c) Must identify whether the candidate is a candidate with lived experience or with professional skills or both.
- (2) If insufficient further nominations are received, any vacant positions remaining on the Board are taken to be casual vacancies.
- (3) Regardless of the number of nominations received, a ballot is to be held.
- (4) The ballot for the election of office-bearers and ordinary Board members of the Association is to be conducted at the annual general meeting in such usual and proper manner as the Board may direct.
- (5) A person nominated as a candidate for election as an office-bearer or as an ordinary Board member of WIPAN must be a financial, voting member of WIPAN.

16. Secretary

- (1) The Secretary of WIPAN must, as soon as practicable after being appointed as Secretary, lodge notice with WIPAN of her address.
- (2) It is the duty of the Secretary to keep minutes of:
 - (a) All appointments of office-bearers and members of the Board, and
 - (b) The names of members of the Board present at a Board meeting or a general meeting, and
 - (c) All proceedings at Board meetings and general meetings, and
 - (d) Ensure all members becoming inducted to the WIPAN Board provide their signed acceptance for the WIPAN Induction kit and provide their completed Australian Charities and Not-for-Profits Commission (ACNC) forms.

- (e) If the position of Secretary is vacant, the WIPAN Board can allocate the above and other regular duties of the Secretary to a delegated person.
- (3) Minutes of proceedings at a meeting must be acknowledged by the chairperson of the meeting or by the chairperson of the next succeeding meeting.

17. Treasurer

It is the duty of the Treasurer of WIPAN to ensure:

- (a) That all money due to WIPAN is collected and received and that all payments authorised by WIPAN are made, and
- (b) That correct books and accounts are kept showing the financial affairs of WIPAN, including full details of all receipts and expenditure connected with the activities of WIPAN.

18. Casual vacancies

- (1) In the event of a casual vacancy occurring in the membership of the Board, the Board may appoint a member of WIPAN to fill the vacancy and the member so appointed is to hold office, subject to this Constitution, until a full nomination is submitted and voted upon at the conclusion of the next annual general meeting following the date of the appointment.
- (2) A casual vacancy in the office of a member of the Board occurs if the member:
 - (a) Dies,
 - (b) ceases to be a member of WIPAN, or
 - (c) becomes an insolvent under administration within the meaning of the Corporations Act 2001 of the Commonwealth, or
 - (d) resigns office by giving written notice to the Secretary or delegated person, or
 - (e) is removed from office under clause 4, or
 - (f) is rendered permanently incapable of performing the duties of office; or
 - (g) Is absent without the consent of the Board from 3 consecutive meetings of the Board, or
 - (h) is convicted of an offence involving fraud or dishonesty for which the maximum penalty on

conviction is imprisonment for not less than 3 months, or

- (i) is prohibited from being a Director of a company under Part 2D.6 (Disqualification from managing corporations) of the Corporations Act 2001 of the Commonwealth.

19. Removal of Board members

- (1) WIPAN, in a meeting may by resolution may remove any member of the Board from the office of member of the Board before the expiration of the member's term of office and may by resolution appoint another person to hold office until the expiration of the term of office of the member so removed.
- (2) If a member of the Board to whom a proposed resolution referred to in subclause 1 relates makes representations in writing to the Secretary, President or delegated person (not exceeding a reasonable length) and requests that the representations be notified to the members of WIPAN, the Secretary, President or delegated person may send a copy of the representations to each member of WIPAN or, if the representations are not so sent, the member is entitled to require that the representations be read out at the meeting at which the resolution is considered.

20. Board meetings and quorum

- (1) The Board must meet at least 3 times in each period of 12 months at such place and time as the Board may determine.
- (2) Additional meetings of the Board may be convened by the President, Secretary or by any member of the Board.
- (3) Oral or written notice of a meeting of the Board must be given by the Secretary, President or delegated person to each member of the Board at least 48 hours (or such other period as may be unanimously agreed on by the members of the Board) before the time appointed for the holding of the meeting.
- (4) Notice of a meeting given under subclause (3) must specify the general nature of the business to be transacted at the meeting and no business other than that business is to be transacted at the meeting, except business which the Board members present at the meeting unanimously agree to treat as urgent business.
- (5) A quorum for the transaction of the business of a meeting of the Board is defined as a majority of the members of the Board present at the same time, whether in person or by telephone or through teleconferencing or videoconferencing technology.

- (6) No business is to be transacted by the Board unless a quorum is present and if, within half an hour of the time appointed for the meeting, a quorum is not present, the meeting is to stand adjourned to the same place and at the same hour of the same day in the following week.
- (7) If at the adjourned meeting a quorum is not present within half an hour of the time appointed for the meeting, the meeting is to be dissolved.
- (8) At a meeting of the Board:
 - (a) the President or, in the President's absence or delegation, the Vice-President is to preside,

or
 - (b) if the President and the Vice-President are absent or unwilling to act, such one of the remaining members of the Board as may be chosen by the members present at the meeting is to preside.

21. Delegation by Board to sub-committee

- (1) The Board may, by instrument in writing, delegate to one or more subcommittees (consisting of such voting or affiliate member or members of WIPAN as the Board thinks fit) the exercise of such of the functions of the Board as are specified in the instrument, other than:
 - (a) this power of delegation, and
 - (c) a function that is a duty imposed on the committee by the Act or by any other law.
- (2) The sub-committee in accordance with the terms of the delegation may while the delegation remains unrevoked, exercise a function of which has been delegated to a sub-committee under this clause from time to time.
- (3) A delegation under this clause may be made subject to such conditions or limitations as to the exercise of any function, or as to time or circumstances, as may be specified in the instrument of delegation.

- (4) Despite any delegation under this clause, the Board may continue to exercise any function delegated.
- (5) Any act or thing done or suffered by a sub-committee acting in the exercise of a delegation under this clause has the same force and effect as it would have if it had been done or suffered by the Board.
- (6) The Board may, by instrument in writing, revoke wholly or in part any delegation under this clause.
- (7) A sub-committee may meet and adjourn as it thinks proper.

22. Voting and decisions

- (1) Questions arising at a meeting of the Board or of any sub-committee appointed by the Board are to be determined by a majority of the votes of members of the Board or sub-committee present at the meeting.
- (2) Each member present at a meeting of the Board or of any sub-committee appointed by the Board (including the person presiding at the meeting) is entitled to one vote but, in the event of an equality of votes on any question, the person presiding may exercise a second or casting vote.
- (3) Proxy votes are not permitted at a meeting of the Board or any sub-committee of the Board.
- (4) Subject to clause 20 (5), the Board may act despite any vacancy on the Board.
- (5) Any act or thing done or suffered, or purporting to have been done or suffered, by the Board or by a sub-committee appointed by the Board, is valid and effectual despite any defect that may afterwards be discovered in the appointment or qualification of any member of the Board or subcommittee.

Part 4 - General meetings

23. Annual General Meetings—holding of

- (1) WIPAN must hold its first annual general meeting within 18 months after its registration under the Act.
- (2) WIPAN must hold its annual general meetings:
 - (a) Within 6 months after the close of WIPAN's financial year, or
 - (b) Within such later time as may be allowed by the Director-General or prescribed by the Regulation.

24. Annual General Meetings—calling of and business at

- (1) The annual general meeting of WIPAN is, subject to the Act and to clause 23, to be convened on such date and at such place and time as the Board decides.
- (2) In addition to any other business, which may be transacted at an annual general meeting, the business of an annual general meeting is to include the following:
 - (a) To confirm the minutes of the last preceding annual general meeting and of any special meeting held since that meeting,
 - (b) To receive from the President, CEO and Staff reports on the activities of WIPAN during the last preceding financial year,
 - (c) To elect office-bearers of WIPAN and ordinary Board members,
 - (d) To receive and consider any financial statement or report required to be submitted to members under the Act.
- (3) An annual general meeting must be specified as such in the notice convening it.

25. Special General Meetings—calling of and business at

- (1) The Board may, whenever it thinks fit, convene a special general meeting of WIPAN.
- (2) The Board must, upon on request in writing of at least 5 per cent of the total number of members, convene a special general meeting of WIPAN.
- (3) A requisition of members for a special general meeting:
 - (a) must state the purpose or purposes of the meeting, and
 - (b) must be signed by the members making the requisition, and
 - (c) must be lodged with the Secretary or delegated person, and
 - (e) may consist of several documents in a similar form, each signed by one or more of the members making the requisition.
- (4) If the Board fails to convene a special general meeting to be held within 1 month after that date on which a requisition of members for the meeting is lodged with the Secretary or delegated person, any one or more of the members who made the requisition may convene a special general meeting to be held not later than 3 months after that date.

A special general meeting convened by a member or members as referred to in subclause 4 must be convened as nearly as is practicable in the same manner as general meetings are convened by the Board.

25. Notice

- (1) Except if the nature of the business proposed to be dealt with at a general meeting requires a special resolution of WIPAN, the Secretary or delegated person must, at least 14 days before the date fixed for the holding of the general meeting, give a notice to each member specifying the place, date and time of the meeting and the nature of the business proposed to be transacted at the meeting.
- (2) If the nature of the business proposed to be dealt with at a general meeting requires a special resolution of WIPAN, the Secretary or delegated person must, at least 21 days (or the next business working day) before the date fixed for the holding of the general meeting, cause notice to be given to each member specifying, in addition to the matter required under subclause 1, the intention to propose the resolution as a special resolution.

- (3) No business other than that specified in the notice convening a general meeting is to be transacted at the meeting except, in the case of an annual general meeting, business that may be transacted under clause 24 (2).
- (4) A member desiring to bring any business before a general meeting may give notice in writing of that business to the Secretary or delegated person who must include that business in the next notice calling a general meeting given after receipt of the notice from the member.

26. Quorum for General Meetings

- (1) No item of business is to be transacted at a general meeting unless a quorum of members entitled under this Constitution to vote is present during the time the meeting is considering that item.
- (2) Five percent of the membership (being members entitled under this Constitution to vote at a general meeting) constitutes a quorum for the transaction of the business of a general meeting.
- (3) If within half an hour after the appointed time for the commencement of a general meeting a quorum is not present, the meeting:
 - (a) If convened on the requisition of members, is to be dissolved, and
 - (b) In any other case, is to stand adjourned to the same day in the following week at the same time and (unless another place is specified at the time of the adjournment by the person presiding at the meeting or communicated by written notice to members given before the day to which the meeting is adjourned) at the same place.
- (4) If at the adjourned meeting a quorum is not present within half an hour after the time appointed for the commencement of the meeting, the members present (being at least 5% of the membership) are to constitute a quorum.

28. Presiding member

- (1) The President or, in the President's absence, the Vice-President, is to preside as chairperson at each general meeting of WIPAN.
- (2) If the President and the Vice-President are absent or unwilling to act, the members present must elect one of the current members to preside as chairperson at the meeting.

29. Adjournment

- (1) The chairperson of a general meeting at which a quorum is present may, with the consent of the majority of members present at the meeting, adjourn the meeting from time to time and place to place, but no business is to be transacted at an adjourned meeting other than the business left unfinished at the meeting at which the adjournment took place.
- (2) If a general meeting is adjourned for 14 days or more, the Secretary or delegated person must give written or oral notice of the adjourned meeting to each member of WIPAN stating the place, date and time of the meeting and the nature of the business to be transacted at the meeting.
- (3) Except as provided in subclauses (1) and (2), notice of an adjournment of a general meeting or of the business to be transacted at an adjourned meeting is not required to be given.

30. Making of decisions

- (1) A question arising at a general meeting of WIPAN is to be determined by either:
 - (a) A show of hands, including proxies, or
 - (b) By a written ballot arising from:
 - (i) The motion of the chairperson or
 - (ii) A vote by the majority of members present at the meeting.
- (2) If the question is to be determined by a show of hands, which includes those electronically present and proxies, a declaration by the chairperson that a resolution has, on a show of hands, been carried or carried unanimously or carried by a particular majority or lost, or an entry to that effect in the minute book of WIPAN, is evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against that resolution.
- (3) If the question is to be determined by a written ballot, the ballot is to be conducted in accordance with the directions of the chairperson.

31. Special resolutions

A special resolution may only be passed by WIPAN in accordance with section 39 of the Act, which is as follows:

32. Voting on special resolutions

- (1) A resolution is passed by an association as a "**special resolution**":
 - (a) At a meeting of the association of which notice has been given to its members no later than 21 days (or by the next business working day) before the date on which the meeting is held, or
 - (b) In a postal ballot or proxy vote conducted by the association, or
 - (c) In such other manner as the Director-General may direct, if it is supported by at least three-quarters of the votes cast by members of the association who, under the association's constitution, are entitled to vote on the proposed resolution.
- (2) A notice referred to in subsection (1) (a) must include the terms of the resolution and a statement to the effect that the resolution is intended to be passed as a special resolution.
- (3) A postal ballot or proxy vote referred to in subsection (1) (b) may only be conducted in relation to resolutions of a kind that the association's constitution permits to be voted on by means of a postal ballot or proxy vote and, if conducted, must be conducted in accordance with the regulations.
- (4) A direction under subsection (1) (c) may not be given unless the Director-General is satisfied that, in the circumstances, it is impracticable to require votes to be cast in the manner provided by subsection (1) (a) or (b).

33. Voting

- (1) On any question arising at a general meeting of WIPAN a member has one vote only.
- (2) In the case of an equality of votes on a question at a general or Board meeting, the chairperson of the meeting is entitled to exercise a second or casting vote.

- (3) A member is not entitled to vote at any general or Board meeting of WIPAN unless all money due and payable by the member to the association has been paid.
- (4) A member is not entitled to vote at any general or Board meeting of WIPAN if the member is under 18 years of age.

34. Proxy votes

- (1) A member may appoint in writing another Member to be the proxy of the appointing Member to attend and vote on behalf of the appointing Member at any General Meeting, Annual General Meeting or Special General Meeting of members.
- (2) Both the appointing Member and her Proxy must be current financial members.

35. Postal ballots

- (1) WIPAN may hold a postal ballot to determine any issue or proposal (other than an appeal under clause 12).
- (2) A postal ballot is to be conducted in accordance with Schedule 3 to the Regulation.

Part 5 – Miscellaneous

36. Insurance

WIPAN may effect and maintain insurance policies, which are reviewed and maintained annually.

37. Funds – source

- (1) The funds of WIPAN are to be derived from annual subscriptions of members, donations, government or private funding, philanthropic grants and, subject to any resolution passed by WIPAN in a meeting, such other sources as the Board determines.
- (2) All money received by WIPAN must be deposited as soon as practicable and without deduction to the credit of WIPAN's bank or other authorised deposit-taking institution account.
- (3) WIPAN must, as soon as practicable after receiving any money, issue an appropriate receipt.

38. Funds – management

- (1) Subject to any resolution passed by WIPAN in a meeting, the funds of WIPAN are to be used in pursuance of the objects of WIPAN in such manner as the Board determines.
- (2) All cheques, Internet transfers, drafts, bills of exchange, promissory notes and other negotiable instruments must be signed or authorised by any 2 members of the Board or by 2 delegated employees of WIPAN, being members or employees authorised to do so by the Board.

39. Change of name, objects and Constitution

An application to the Director-General for registration of a change in WIPAN's name, objects or Constitution in accordance with section 10 of the Act is to be made by the Public Officer or a Board member.

40. Custody of books etc.

Except as otherwise provided by this Constitution, the Public Officer must keep in her custody or under her control all records, books and other documents relating to WIPAN. As was passed by the Board for this Constitution, all WIPAN documents and records are held within the registered address of WIPAN.

41. Inspection of books etc.

(1) The following documents must be open to inspection, free of charge, by a member of WIPAN at any reasonable hour:

(a) records, books and other financial documents of WIPAN,

(b) this Constitution,

(c) minutes of all Board and general meetings of WIPAN.

(2) A member of WIPAN may obtain a copy of any of the documents referred to in subclause (1) on payment of a fee of not more than \$1 for each page copied.

42. Service of notices

(1) For the purpose of this Constitution, a notice may be served on or given to a person:

(a) By delivering it to the person personally, or

(b) By sending it by pre-paid post to the address of the person, or

(c) By sending it by facsimile transmission or some other form of electronic transmission to an address specified by the person for giving or serving the notice.

(2) For the purpose of this Constitution, a notice is taken, unless the contrary is proved, to have been given or served:

(a) In the case of a notice given or served personally, on the date on which it is received by the addressee, and

(b) In the case of a notice sent by pre-paid post, on the date when it would have been delivered in the ordinary course of post, and

(c) In the case of a notice sent by facsimile transmission or some other form of

electronic transmission, on the date it was sent or, if the machine from which the transmission was sent produces a report indicating that the notice was sent on a later date, on that date.

43. Financial year

The financial year of WIPAN is:

- (a) The period of time commencing on the date of incorporation of WIPAN (commencing from the 30th April 2008) and ending on the following 30 June, and
- (b) Each period of 12 months after the expiration of the previous financial year of WIPAN, commencing on 1 July and ending on the following 30 June.

Note: Schedule 1 of the Act provides that an association's Constitution is to address the association's financial year.

Appendix 1 (next page)– Application for WIPAN Membership



Women in Prison Advocacy Network (WIPAN)
Application/Renewal for Membership
ABN: 68 013 567 095

This document constitutes a Tax Invoice for GST purposes when a payment has been made.

Name: _____

Postal Address: _____

Suburb: _____ State: _____ Postcode: _____

Tel: _____ (Home) _____ (Work) _____ (Mobile)

Email: _____

Please select your membership type below:

Full Member (Voting Member)

- Individual \$50
- Organisation \$80
- Concession \$10

Name of person nominated to vote on behalf of organisation: _____

Affiliate Member (Non-Voting Member)

- Individual \$50
- Organisation/Corporation \$80
- Concession Member \$5

Membership Waived:

Please note membership is Free for any woman with lived experience of the criminal justice system and/or any woman who may be experiencing financial hardship.

- Fee Waived

Donations to WIPAN over \$2 are tax deductible: Donation Enclosed: \$ _____

Total Payment Enclosed: \$ _____

Signature of Applicant: _____ Print Name: _____

Date of Application: _____

*Please make all cheques or money orders payable to: **Women in Prison Advocacy Network** & return form and payment to: PO Box 345, Broadway NSW 2007 or to make an EFT payment please contact WIPAN for bank account details or for credit card payments.*

Tel: 02 8011 0699 Fax: 02 8011 0690 E: info@wipan.net.au www.wipan.net.au

Appendix 2 - Clauses of the Women in Prison Advocacy Network

The Women in Prison Advocacy Network, (WIPAN) Inc. organisation regards itself as a Public Benevolent Institution and as such satisfies all of the following tests:

1. The Women In Prison Advocacy Network (WIPAN) is a grassroots community organisation managed and directed by a group of women, dedicated to advancing the wellbeing and prospects of women and female youth affected by the criminal justice system. Its main or principal object is to include and work with the women with lived experience to raise awareness of and progress the social injustices of criminalised women through addressing systemic policy and individual mentoring.
2. WIPAN is carried on without purpose of private gain for particular persons;
3. WIPAN is established for the benefit of a discernible section or class of the public, being women and female youth affected by the criminal justice system;
4. WIPAN provides relief without discrimination to every member of that section of the public which the organisation aims to benefit; and
5. This, its constituent document contains satisfactory nonprofit, dissolution, gift fund, winding up and revocation clauses, which are written as follows:

Non-profit Clause:

“The assets and income of the WIPAN organisation shall be applied solely in furtherance of its above mentioned objects and no portion shall be distributed directly or indirectly to the members of the organisation except as bona fide compensation for services rendered or expenses incurred on behalf of the organisation.”

Winding Up Clause:

“In the event of the WIPAN organisation being wound up, any surplus assets remaining after the payment of the WIPAN’s liabilities shall be transferred to another organisation, institution or authority with similar objects to which income tax deductible gifts can be made. This is to be voted and agreed upon by the WIPAN Board”.

Revocation Clause:

“If the endorsement of the WIPAN organisation as a deductible gift recipient is revoked, the following shall be transferred to another organisation, institution or authority to which income tax deductible gifts can be made - any surplus:

- * gifts of money or property for the principal purpose of the organisation
- * contributions made in relation to an eligible fundraising event held for the principal purpose of the organisation, and
- * money received by the organisation because of such gifts and contributions”

Gift Fund Clause:

“If the Gift Fund for WIPAN is wound up or the endorsement, (if any), as a deductible gift recipient is revoked, any surplus assets of the Gift Fund remaining after the payment of liabilities attributable to it shall be transferred to a fund, authority or institution to which income tax deductible gifts can be made.”

Dissolution Clause:

“In the event of the WIPAN organisation being dissolved, the amount which remains after such dissolution and the satisfaction of all debts and liabilities shall be transferred to any organisation which has similar objects and which is approved by the Commissioner of Taxation as a public benevolent institution for the purposes of any Commonwealth Taxation Act.”