

**PARKINSON'S WESTERN AUSTRALIA INC.
CHANGES TO CONSTITUTION**

Dear Member

The Association's Incorporation Act 2015 (the Act) came into effect on 1 July 2016. A requirement of the new Act is that each association is to update its rules (Constitution) to ensure that certain matters are included.

These requirements are extensive, specific and most, if not all, incorporated associations in Western Australia will have to make extensive rule changes in order to be compliant.

These proposed changes to the Parkinson's Western Australia Constitution are intended:

- to comply with the requirements of the new Act and at the same time;
- to alter provisions in the existing rules which could have required members of the Board or Executive to retire at a time when they wished to continue to serve on the Board for Parkinson's WA Inc.;
- to make it easier to achieve a quorum at Annual General Meetings and General Meetings; and
- to increase the maximum number of Board Members.

The following amendments will be voted on at the AGM on Wednesday, 24 October 2018 at 6pm, we hope to see you there.

If you are unable to attend you may wish to complete a Proxy Voting Form which is attached.

Please email info@parkinsonswa.org.au or call 6457 7373 if you would like further information.

Sent on behalf of the Parkinson's WA Inc. Board of Management.

1. Resolution 1 – Amendment to Rule 10.1(b)

Rule 10.1(b) be amended to read as follows:

“(b) The Board shall, whenever it thinks fit, or on receipt of a request made in writing by no less than at least 10% of the members, convene a General Meeting.”

Explanatory Note:

Schedule 1 of the Act requires rules to provide for the number of Members, “expressed as a percentage of membership, who may at any time require that a General Meeting of the association be convened”. Rule 10.1(b) provided for “not less than five (5) Members” and so the number was not “expressed as a percentage”.

2. Resolution 2 – Amendment to Rule 12.3

Rule 12.3 be amended to read as follows:

“12.3 Subject to the provision of Clause 12.4 of this Rule:

- (a) no business shall be transacted at any Annual General Meeting unless a quorum of not less than three (3) Members of the Board and ten (10) other members entitled to vote is present at the commencement of such a meeting;*
- (b) no business shall be transacted at any General Meeting under a quorum of not less than one (1) member of the Board together with ten (10) other members entitled to vote is present at the commencement of such a meeting;*
- (c) the presence of a Member at a General Meeting need not be by attendance in person but may be by that Member and each other Member at the meeting being simultaneously in contact by telephone or other means of instantaneous communication;*
- (d) a Member who participates in a General Meeting as allowed under (c) above is taken to be present at the meeting and, if the Member votes at the meeting, the Member is taken to have voted in person.”*

Explanatory Note:

The amendments to 12.3(a) reduce the required Members in attendance from five (5) Members of the Board and twenty five (25) other Members to three (3) Members of the Board and ten (10) other Members, and the amendment to 12.3(b) would reduce the number of other members required to be in attendance from twenty five (25) to ten (10).

These proposed changes would reduce the likelihood of there being a failure to achieve a quorum which would require the dissolving of the meeting in question and the scheduling of another meeting.

The insertion of 12.3(c) and (d) would enable members to participate through telephone or other instantaneous means and would further reduce the likelihood of their being a failure to achieve a quorum as well as enabling participation by members who cannot physically attend meetings.

3. Resolution 3 – Amendment to Rule 15.2

Rule 15.2(a) be amended to read as follows:

“The Board shall consist of the President, Vice President, Secretary, Treasurer and no less than four (4) and no more than eight (8) other Members.”

Explanatory Note:

The amendment to Rule 15.2(a) would allow for greater flexibility by increasing the maximum number of non-executive Board Members from six (6) to eight (8).

4. Resolution 4 – Replacement of Rule 15.6 and 15.14

The current Rule 15.6 be deleted and replaced with Rule 15.6 as follows:

“A member of the Executive may be re elected to the same position or to another position on the Board.”

Rule 15.14 be deleted and replaced with Rule 15.14 as follows:

“A member of the Executive or other Board Member may be re-elected.”

Explanatory Note:

These changes are intended to prevent members of the Executive or other Board Members being required to retire at a time when they wish to continue to serve on the Board for Parkinson’s WA Inc.

5. Resolution 5 – Insert New Rule 21A

Rule 21A be added as follows:

“21A Payments to Board Members

21A.1 In this rule –

*Board Member includes a Member of a Committee constituted under Rule 16.
Board meeting includes a meeting of a Committee.*

21A.2 A Board Member is entitled to be paid out of the funds of the association for any out-of-pocket expenses for travel and accommodation properly incurred:

- (a) in attending a Board Meeting; or*
- (b) in attending a General Meeting; or*
- (c) in attending a meeting of Parkinson’s Australia; or*
- (d) otherwise in connection with the Association’s business.”*

Explanatory Note:

The Act requires the rules to specify the circumstances in which payment may be made to a member of the Board out of the funds of the Association.

6. Resolution 6 – Insert New Rules 33 and 34

A new rule be inserted into Parkinson’s WA Inc. Constitution to deal with dispute resolution as follows:

“33. Resolving Disputes

33.1 In this Rule –

Grievance procedure means the procedures set out in this rule;
party to a dispute includes a person –

- (a) who is a party to the dispute; and*
- (b) who ceases to be a member within 6 months before the dispute has come to the attention of each party to the dispute.*

33.2 Application of Rule -

The procedure set out in this rule (the grievance procedure) applies to disputes -

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

33.3 *Parties to attempt to resolve dispute*

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.

33.4 *How grievance procedure is started*

- (1) *If the parties to a dispute are unable to resolve the dispute between themselves within the time required by rule 33.3, any party to the dispute may start the grievance procedure by giving written notice to the secretary of –*
 - (a) *the parties to the dispute; and*
 - (b) *the matters that are the subject of the dispute.*
- (2) *Within 28 days after the secretary is given the notice, a Board meeting must be convened to consider and determine the dispute.*
- (3) *The secretary must give each party to the dispute written notice of the Board meeting at which the dispute is to be considered and determined at least 7 (seven) days before the meeting is held.*
- (4) *The notice given to each party to the dispute must state –*
 - (a) *when and where the Board meeting is to be held; and*
 - (b) *that the party, or the party's representative, may attend the meeting and will be given a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute.*
- (5) *If –*
 - (a) *the dispute is between one or more members and the Association; and*
 - (b) *any party to the dispute gives written notice to the secretary stating that the party –*
 - (i) *does not agree to the dispute being determined by the Board; and*
 - (ii) *requests the appointment of a mediator under rule 34.*

the Board must not determine the dispute.

33.5 *Determination of dispute by the Board*

- (1) *At the Board meeting at which a dispute is to be considered and determined, the Board must –*
 - (a) *give each party to the dispute, or the party's representative, a reasonable opportunity to make written or oral (or both written and oral) submissions to the Board about the dispute; and*
 - (b) *give due consideration to any submissions so made; and*
 - (c) *determine the dispute.*
- (2) *The Board must give each party to the dispute written notice of the Board's determination, and the reasons for the determination, within 7 (seven) days after the Board meeting at which the determination is made.*
- (3) *A party to the dispute may, within 14 days after receiving notice of the Board's determination under subrule (1)(c), give written notice to the secretary requesting the appointment of a mediator under rule 34.*
- (4) *If notice is given under subrule (3), each party to the dispute is a party to the mediation."*

A new rule be inserted into Parkinson's WA Inc. Constitution to deal with mediation as follows:

“34. Mediation

34.1 Application of Rule

- (1) *This Rule applies if written notice has been given to the secretary requesting the appointment of a mediator by a party to a dispute under Rule 33.4(1) or Rule 33.5(3).*
- (2) *If this Rule applies, a mediator must be chosen or appointed under Rule 34.2.*

34.2 Appointment of mediator

- (1) *The mediator must be a person chosen by agreement between the parties to the dispute.*
- (2) *If there is no agreement for the purpose of subrule 34.2(1), subject to subrules 34.2(3) and 34.2(4), the Board must appoint the mediator.*
- (3) *The person appointed as mediator by the Board may be a person who acts as a mediator for another not-for-profit body, such as a community legal centre.*
- (4) *The person appointed as mediator by the Board may be a member or former member of the Association but must not –*
 - (a) *have a personal interest in the matter that is the subject of the mediation;*
or
 - (b) *be biased in favour of or against any party to the mediation.*

34.3 Mediation process

- (1) *The parties to the mediation must attempt in good faith to settle the matter that is the subject of the mediation.*
- (2) *Each party to the mediation must give the mediator a written statement of the issues that need to be considered at the mediation at least 5 (five) days before the mediation takes place.*
- (3) *In conducting the mediation, the mediator must –*
 - (a) *give each party to the mediation every opportunity to be heard; and*
 - (b) *allow each party to the mediation to give due consideration to any written statement given by another party; and*
 - (c) *ensure that natural justice is given to the parties to the mediation throughout the mediation process.*
- (4) *The mediator cannot determine the matter that is the subject of the mediation.*
- (5) *the mediation must be confidential, and any information given at the mediation cannot be used in any other proceedings that take place in relation to the matter that is the subject of the mediation.*
- (6) *The costs of the mediation are to be paid by the party or parties to the mediation that requested the appointment of the mediator.”*

Explanatory Note:

Additional rules 33 and 34 are required as the Act specifically provides that the rules of an incorporated association must provide for a procedure for dealing with any dispute under or relating to the rules between member or between members and the incorporated association.

7. Resolution 7 – Insert New Rule 35 (Inspection of records and documents)

A new rule be inserted into Parkinson’s WA Inc. Constitution to deal with inspection of records as follows:

“35. Inspection of records and documents

- (1) Subrule (2) applies to a member who wants to inspect –
 - (a) the register of members under section 54(1) of the Act; or*
 - (b) the record of the names and email addresses of Board Members, and other persons authorised to act on behalf of the Association, under section 58(3) of the Act; or*
 - (c) any other record or document of the Association.**
- (2) The member must contact the secretary to make the necessary arrangements for the inspection.*
- (3) the inspection must be free of charge.*
- (4) If the member wants to inspect a document that records the minutes of a Board meeting, the right to inspect that document is subject to any decision the Board has made about minutes of Board meetings generally, or the minutes of a specific Board meeting, being available for inspection by members.*
- (5) The member may make a copy of or take an extract from a record or document referred to in subrule (1)(c) but does not have a right to remove the record or document for that purpose.*
- (6) The member must not use or disclose information in a record or document referred to in subrule (1)(c) except for a purpose –
 - (a) that is directly connected with the affairs of the Association; or*
 - (b) that is related to complying with a requirement of the Act.”**

Explanatory Note:

The act provides that the Association’s rules must provide for the inspection by members of records and documents of the incorporated Association.

8. Resolution 8 – Updating references to the Act

- Rule 2.1(r):
Delete “Associations Incorporation Act 1987” and insert “Associations Incorporation Act 2015.”
- Rule 4.1:
Delete “Section 13 of”
- Rule 19.3:
Delete “The Secretary shall ensure on behalf of the Association compliance with:
 - (a) Section 27 of the Act in respect of the register of Members of the Association;*
 - (b) Section 28 of the Act in respect of the Rules of the Association;*
 - (c) Section 29 of the Act in respect of the records of the office holders and any trustees of the Association.”*

and insert:

“The Secretary has the following duties:

- (a) unless another Member is authorised by the Board to do so, maintaining on behalf of the Association the register of Members and recording in the register any changes in the membership as required under Section 53(1) of the Act;*
- (b) maintaining on behalf of the Association an up-to-date copy of these rules, as required by Section 35(1) of the Act;*
- (c) unless another Member is authorised by the Board to do so, maintain on behalf of the Association a record of Board Members and other persons authorised to act on behalf of the Association, as required under Section 58(2) of the Act.”*

➤ Rule 19.4:

Delete *“Rule 19.4”* and insert:

“Rule 19.4 – The Treasurer has the following duties –

- (a) ensuring that the Association complies with the relevant requirements of Part 5 of the Act;*
- (b) providing any assistance required by an auditor or reviewer conducting an audit or review of the Association’s financial statements or financial report under Part 5, Division 5 of the Act;*
- (c) carrying out any other duty given to the Treasurer under these rules or by the Board.”*

➤ Rule 28.2(b):

Delete *“Section 33(3) of the Associations Incorporation Act 1987”* and insert:

“the Associations Incorporation Act 2015.”

Explanatory Note:

These changes are intended to remove references to the former Act and substitute references to the new Act.

We look forward to seeing you at the AGM on Wednesday, 24 October 2018 at 6pm.

Yours sincerely

The Parkinson’s WA Board of Management

**ANNUAL GENERAL MEETING
WEDNESDAY, 24 OCTOBER 2018 AT 6 PM**

PROXY VOTING FORM

To: The Secretary
Parkinson's Western Australia (Inc.)
The Niche
11 Aberdare Road
NEDLANDS WA 6009

I _____
(Full Name)

Of _____
(Address)

Being a financial member of Parkinson's Western Australia (Inc) hereby appoint:

1. The Chairperson

OR

2. _____
Name of appointee
(Must be a financial member of Parkinson's Western Australia)

As my proxy to attend and vote on my behalf at the Annual General Meeting to be held on Wednesday, 24 October 2018 at 6pm.

Signature: Date:

Please return this form by 12 noon Wednesday, 17 October 2018.

To: Above postal address

Or: Fax: (08) 6457 7374

Or: Scan and email to info@parkinsonswa.org.au