

**WESTERN AUSTRALIA  
ASSOCIATIONS INCORPORATION ACT, 1895  
And AMENDMENTS**

**CONSTITUTION**

**of**

**CENTRE FOR ATTITUDINAL HEALING (INC.)**

(as amended by General Meetings

14<sup>th</sup> June 1988,

20<sup>th</sup> May 1992,

28<sup>th</sup> February 1993,

12<sup>th</sup> December 1998)

**1.0 NAME**

The name of the Association is: "Centre for Attitudinal Healing (Inc)"

**2.0 THE REGISTERED OFFICE**

The Registered Office of the Association shall be the Caretaker's Cottage, Cottesloe Civic Centre, Broome St, Cottesloe or at such other place as may be determined by the Board.

**3.0 THE OBJECTS OF THE ASSOCIATION**

- 3.1 To create a safe space for people to participate in their own healing and then to share unconditionally that healing with others.
- 3.2 To provide education, training and support services to local individuals and families experiencing emotional distress and to those seeking more personal fulfilment in day to day living.
- 3.3 To empower those individuals and groups wishing to create and develop Attitudinal Healing programmes in their own communities and organisations through education, training and outreach support.
- 3.4 To link with individuals and groups around the world committed to the practices of peace, healing and love.
- 3.5 To make the facilities and resources of the Centre available to such other professionals, training groups, organisations and self-help groups as share the Association's overall holistic philosophy, as the Board may determine.
- 3.6 To organise associates together and foster cooperation among members of the Association.

- 3.7 To operate as a public benevolent institution.
- 3.8 To do all things as are incidental or conducive to attainment of the objectives of the Association.
- 3.9 To establish and maintain any venues as may be determined by the Board from which to promote the objects of the Association

#### **4.0 MEMBERSHIPS**

The membership structure consists of

- a) Foundation Members who are only those people who established the Association in Western Australia and who pay no fees and have full voting rights, and
  - b) categories of Financial Members who pay the prescribed annual membership fee and have full voting rights.
- 4.1 A person is eligible to apply for membership who has, in the opinion of the Board, the necessary personal and professional qualifications to further the work of the Association, and displays adequate commitment, as may be determined by the Board, to implementing the objects of the Association.
  - 4.2 Members shall be those eligible persons who:
    - 4.2.1 have paid the prescribed membership fee and levy; and
    - 4.2.2 are invited by the Board to become a member,
  - 4.3 Members who cease to fulfil the conditions of eligibility for membership contained in Section 4.1 or Section 4.2.1 shall cease to be members.
  - 4.4 The member shall comply with the Constitution and Rules of the Association as amended from time to time
  - 4.5 The Board shall cause to be kept a Register of all members of the Association and the Secretary shall enter therein the particulars of each such person as follows:
    - 4.5.1 name
    - 4.5.2 the date on which that person became a member;
    - 4.5.3 the date on which that person ceased to be a member
  - 4.6 Members of the Association are not partners and are in no way liable for debts or obligations of any kind whatsoever incurred by other members.
  - 4.7 A member may be expelled from the Association if:
    - 4.8.1 he or she has failed to observe this Constitution or any or all of the rules made thereunder; or
    - 4.8.2 he or she has been guilty of conduct which in the opinion of the Board is likely to injure or discredit the Association or its members or to defeat the objects of this Constitution.
  - 4.8 Before any member is expelled in accordance with this part;
    - 4.8.1 he or she be charged with the said conduct in writing which charge may be made by any member of the Association; and
    - 4.8.2 notice in writing of any such charge shall be given to the member at least TEN (10) days prior to the hearing of such charge; and

- 4.8.3 any such charge shall be heard by a General Meeting in which the resolution for his/her expulsion is to be moved; and
  - 4.8.4 he or she shall be given the opportunity to attend personally at the meeting and shall be given the opportunity to give orally or in writing such explanations or reasons why the resolution should not be passed as she or he shall see fit; and
  - 4.8.5 the validly constituted General Meeting shall move to expel the member by not less than a two-thirds majority present and voting.
- 4.9 A member expelled under this part shall forfeit all right to claim against the Association and its property for any past contributions, subscriptions or levies but shall remain liable for any levies unpaid.

## **5.0 SUBSCRIPTIONS AND LEVIES**

The Board may from time to time determine the amount of the subscription and fees payable by members and may also from time to time impose a levy on each of the members for the purpose of carrying out any of the objects of the Association or defraying the costs and expenses of its administration.

## **6.0 INCOME AND PROPERTY**

The income and property of the Association shall be applied solely towards the promotion of the objects of the Association and as herein set forth and no portion thereof shall be paid or transferred directly or indirectly by way of a dividend or bonus or otherwise howsoever by way of profit to any member of the association, PROVIDED THAT nothing herein contained shall prevent the payment in good faith and in remuneration to any officer or employee of the Association or to other persons in return for services rendered to the Association, nor the payment of reasonable rent for premises let to the Association by any person nor the payment of reasonable interest on moneys borrowed from or lawfully due to any member of the Association.

## **7.0 ADMINISTRATION**

- 7.1 The Officers of the Association shall be a President, Secretary, Treasurer, and Clinical Co-ordinator, who shall together with four elected members, form the Board in whom the responsibility for carrying out the objects of the Association is vested.
- 7.2 The Officers shall be elected at the Annual General Meeting from those members who have agreed to act or who are appointed as employees of the Association and not otherwise and shall be elected for a three-year term of office.
- 7.3 The non-office bearing Board members shall be elected at the Annual General Meeting from those members who have agreed to act, for a one-year term of office.
- 7.4 The Board shall also have the power to:
  - 7.4.1 fill any vacancy in the Board; and
  - 7.4.2 invite any qualified person to assist in the administration of the Association's affairs, but any such appointment so made must be made in writing and may be either ratified or cancelled by the members at the General Meeting next following such appointment.

- 7.4 The Board shall meet at such time as it determines, in any event not less than ONCE in every calendar month.
- 7.5 The quorum for the transaction of any business of the Board shall be FOUR (4) Board members.
- 7.6 The President or, in his or her absence, the acting President shall preside at all meetings of the Board, unless another is designated as Chairman by those members present and voting.
- 7.7 All voting before the Board shall be determined by a majority vote and in the event of equality of voting, the Chairperson shall have a casting vote as well as a deliberative vote.
- 7.8 A Board member who fails to attend THREE (3) consecutive meetings of the Board shall, unless such absence has been approved by the Board or unless there are extenuating circumstances, be deemed to be removed as a member of the Board.

## **8.0 POWERS OF THE BOARD**

- 8.1 To impose and collect from any member, subscriptions, funds, levies, fines or other moneys for the purpose of the objects of the Association.
- 8.2 To appoint, employ, remove or suspend such servants, workmen and other persons as the Board may think fit.
- 8.3 To take any legal action or otherwise against any member or other person who may be acting in any way contrary to the interests of the Association.
- 8.4 To invest the funds of the Association not immediately required in such investments or securities as may from time to time appear fit in the opinion of the Association or the Board.
- 8.5 To manage, improve, farm, cultivate, maintain, lease, underlet, exchange, sell or otherwise deal with and dispose of all or any part of the lands, buildings or the real property of the Association not required for the purposes of the Association.
- 8.6 To purchase, or by any other means acquire freehold, leasehold or other property, for any estate or interest whatsoever, and any rights, privileges or easements over or in respect of any property, and any buildings, offices, factories, machinery, engines, vehicles, plant, stock or things and any real or personal property or rights whatsoever which may be necessary for or may be conveniently used with any other.
- 8.7 To undertake, construct, acquire and carry on works of all kinds relating to the objects of the Association and to enter into such contracts and make such arrangements as may be necessary to carry out the same.
- 8.8 To borrow, raise and/or contribute tot he raising of funds for the use or benefit of the Association with or without security and on such terms and conditions as may be determined for any purpose considered advantageous to the objects.
- 8.9 To enter into arrangements with any Government Authority, Supreme, Municipal, Local or otherwise, that may seem conducive to the Association's objects and aims and to

obtain from any such Authority any rights, privileges and concessions which the Association may think desirable and to carry out, exercise and comply therewith.

## **9.0 GENERAL MEETINGS**

9.1 The Secretary shall call a General Meeting:

9.1.1 at the discretion of the President; or

9.1.2 upon written request signed by not less than FIVE (5) financial members of the Association stating the business for which the meeting is to be convened.

9.2 The Secretary shall forthwith upon receipt of such requisitions convene a meeting to be held not later than TEN (10) days after such receipt and shall give notice of such to the members. In the case of a meeting called for the purpose of proposing alterations to the Constitution, the Secretary shall forthwith convene such meeting to be held not later than THREE (3) weeks after such a receipt and shall give notice of such to the members.

9.3 At any General Meeting of the Association and until the Board otherwise determines that a greater number shall be required, FIVE (5) financial members shall form a quorum PROVIDED THAT in the event of the number of members falling below the number required by this constitution to act as a quorum, then the remaining members may so act.

## **10.0 ANNUAL GENERAL MEETINGS**

10.1 The Annual General Meeting of the Association shall be held not later 31<sup>st</sup> day of January for the previous calendar year.

10.2 The business of the Annual General Meeting shall include consideration of the Minutes of the preceding Annual General Meeting; presentation of balance sheet and accounts for the last financial year and Auditor's report; appointment of the Auditor for the forthcoming year; a report of the work of the Association by the Board; election of members of the Board; and any other such business of which SEVEN (7) days' notice shall have been given to the Board by the member intending to propose the same as the Board approves.

10.3 The quorum for the transaction of any business at an Annual General Meeting shall be the President and FIVE (5) financial members.

10.4 All questions at General and Annual General Meetings shall be decided by a majority vote and in the case of equality of vote, the Chairperson shall have a casting vote in addition to a deliberative vote.

10.5 There shall be at least TWENTY ONE (21) days' notice in writing to members of the date of such Annual General Meeting.

## **11.0 DUTIES OF OFFICERS**

11.1 President

11.1.1 The President at any meeting shall have a casting as well as a deliberative vote

- 11.1.2 The President shall chair Board and General Meetings except that in the absence of the President or at the request of the President or of a majority of the meeting, another member may be elected as the meeting's Chairperson.
- 11.1.3 The President together with the Secretary shall prepare the agenda for Board and general Meetings.
- 11.1.4 The President shall encourage full balanced participation in meetings by all members and shall decide on matters of order.
- 11.1.5 The President shall act as Spokesperson unless an alternative Spokesperson has been appointed by the Board or a General Meeting. The Spokesperson shall make statements in accordance with previously agreed policy, or in any emergency following consultation with at least TWO (2) members of the Board.

## 11.2 Treasurer

- 11.2.1 The Treasurer shall cause moneys received to be paid into an account authorised by the Board in the name of the Association. Payments shall be as petty cash or by cheque signed by TWO (2) authorised signatories of whom there shall be not more than FIVE (5) appointed by the Board. Major or unusual expenditures shall be authorised in advance by the Board or a General Meeting.
- 11.2.2 The Treasurer shall cause records to be kept of all receipts and payments and other financial transactions, which records shall be available for inspection by any member.
- 11.2.3 The Treasurer shall cause to be prepared financial budgets and statements and shall submit a report on the finances to each Board meeting.
- 11.2.4 The Treasurer shall present audited accounts to the Annual General Meeting

## 11.3 Secretary

- 11.3.1 The Secretary shall keep the Common Seal, which shall be affixed only by resolution of the Council or of a General Meeting and in the presence of the Board members including at least one office bearer.
- 11.3.2 The Secretary shall call meetings in accordance with the provisions of this Constitution.
- 11.3.3 The Secretary shall causes records to be kept of the business of the Association including the Constitution and Policies, records of members, a register of minutes of meetings and of notices, a file of correspondence, and records of submissions or reports made by or on behalf of the Association.
- 11.3.4 In the absence of the Secretary another member shall be elected as Minute Secretary.
- 11.3.5 The minutes of all General Meetings shall be accessible to all members of the Association. The minutes of all Board meetings and records of the Association shall be accessible to all Board members. Any minutes, documents or records designated by the Board or the Chairperson of the Association as confidential shall be accessible to members on the vote of a Special General Meeting only.

## 11.4 Clinical Co-ordinator

- 11.4.1 The Clinical Co-ordinator shall supervise the programmes of the Centre.

## 12.0 AUDITOR

The members shall appoint an Auditor, not being a member of the Board, at the annual General Meeting who shall audit the accounts of the Association annually and shall

present to the Annual General Meeting a report as to the financial position of the Association.

### **13.0 AMENDMENT OF CONSTITUTION AND RULES**

- 13.1 This Constitution may be altered, amended or replaced by a two-thirds majority of members present at a meeting of the Association, provided that notice of the proposed alteration, amendment or replacement of the Constitution shall have been given in writing to the Secretary at least FORTY-TWO (42) days prior to that meeting, and all members of the Association have been notified at least TWENTY-EIGHT (28) days prior to that meeting of the proposed alteration, amendment or replacement.
- 13.2 A General Meeting may alter, amend or replace Rules for the proper administration of meetings or business by a majority of members present at a meeting of the Association, PROVIDED THAT, not less than SEVEN (7) days' written notice, including notice of the proposed new Rule or repeal, alteration or amendment, has been distributed to all members.
- 13.3 The Deputy Commissioner of Taxation of Western Australia will be advised of any amendment made to the Constitution.

### **14.0 INDEMNITY**

Members, who by authority accept or incur any pecuniary liability on behalf of the Association, shall be indemnified by the Association against any personal loss in respect of such liability.

### **15.0 FINANCES AND PROPERTY**

The income, property and funds of the Association shall be used and applied solely towards the promotion of the objects and shall not be paid or transferred to the members or relatives of members provided that nothing herein constrained shall prevent the payment in good faith to any person in return for services actually rendered and provided that an employee of the Association shall notwithstanding that employment be entitled to be a member or office bearer of the Association and of any Committee.

### **16.0 DISSOLUTION**

- 16.1 On dissolution, any property whether real or personal remaining after payment of all debts and legal liabilities, shall be transferred to such other body formed for promoting similar objects or for charitable objects as shall be approved by the Association, PROVIDED THAT if the Association shall have been approved pursuant to Section 78 (1) (a) of the Income Tax Assessment Act then such other body shall also be so approved.
- 16.2 The Association shall not be dissolved, except by approval of not less than two-thirds of the members present and voting at a meeting called for that purpose, of which not less than TWENTY-EIGHT (28) days' written notice, including notice of the proposed dissolution, has been given to all members.

16.3 The Deputy Commissioner of Taxation of Western Australia will be advised of the date of dissolution.

**I HEREBY CERTIFY the foregoing to be a true and correct copy of the Constitution of the Centre for Attitudinal Healing (Inc.)**

\_\_\_\_\_ (Person authorised to apply for incorporation)