

CONSTITUTION OF THE:
MEN'S ADVISORY NETWORK (M.A.N.)

Incorporated in WA

1. Name of Association

The name of the Association is **MEN'S ADVISORY NETWORK (M.A.N.)**.

2. Definitions

In these rules, unless the contrary intention appears-

“Men” refers to the encompassing of males from birth to death.

“Board meeting” means meeting referred to in rule 11.3;

“Board member” means person referred to in paragraphs (a), (b), (c), (d), or (e), of rule 11.1 and 11.2,

“Financial year” has the meaning given by section 3 (1) of the Act, a reference in that section to-

(a) “an incorporated Association” or “the Association” being construed as a reference to the Association; and

(b) “the Board” being convened under rule 11.3;

“member” means member of the Association;

“ordinary resolution” means resolution other than a special resolution;

“special resolution” has the meaning given by section 24 of the Act;

“the Act” means the Associations Incorporation Act 1987;

“the Association” means the Association referred to in rule 1;

“the President” means-

(a) in relation to the proceedings at a Board meeting, the person presiding at the Board meeting or general meeting in accordance with rule 11; or

(b) otherwise than in relation to the proceedings referred to in paragraph (a), the person referred to in rule 11.1(a) or, if that person is unable to perform his or her functions, the Vice-President;

“the Board” means the Board of Management of the Association referred to in rule 11.1;

“the Secretary” means the Secretary referred to in rule 11.1(c);

“the Treasurer” means the Treasurer referred to in rule 11.1(d);

“the Vice-President” means the Vice-President referred to in rule 11.1(b).

3. Objects of Association

The objects of the Association are –

(a) To promote the prevention of diseases, both physical and mental, in men;

(b) To raise awareness of men's health and wellbeing issues in a holistic sense covering physical, mental, emotional, social and spiritual components;

(c) To be the peak body representing men's health, wellbeing and other men's issues in Western Australia;

(d) To collect, generate and distribute information, literature and resources on the health and wellbeing of men;

(e) To initiate and carry out appropriate data collection and research on aspects of the health and wellbeing of men;

(f) To establish and contribute to the maintenance of regional networks concerning the health and wellbeing of men;

(g) To promote awareness of educational services that specifically address; life style and health issues, relationships, sexuality, violence and anger management, fathering and fatherhood, recovery from sexual assault, youth development, suicide prevention, gender issues, personal meaning and life mission, rites of transition and ageing;

(h) To provide a forum for leaders of men's groups and other community leaders, who are concerned with the health and wellbeing of men.

4. Income and Property

4.1. The income and property of the Association howsoever derived shall be applied solely towards the promotion of the objects of the Association.

4.2. No portion of the income and property shall be paid or transferred directly or indirectly by way of dividend bonus or otherwise to members of the Association.

4.3. Nothing contained in this Constitution shall prevent the payment in good faith of remuneration to any member in this Association or other person in return for any services actually rendered or value given to the administration of the Association.

4.4. The Association shall maintain a separate Gift Fund to be used for the principal purpose of the Association and to which gifts of money or property for that purpose are to be made and that does not receive any other money or property.

5. Powers of Association

The powers conferred on the Association by section 13 of the Act are subject to the following additions, exclusions or modifications:

- (a) (1) (c) (ii) in any other manner authorized by the Board of the Association;
- (b) Employ staff;
- (c) Appoint a patron.

6. Membership of Association

6.1. Membership of the Association is open to any individual, who has an interest in or commitment to the health and wellbeing of all men or, any organisation, which has an interest in or commitment to the health and wellbeing of all men.

6.2. A person who wishes to become a member shall apply for membership to the Board in writing, signed by that person or representative of the organization and in such form as the Board from time to time directs.

6.3. The Board members shall consider each application made under rule 6.2 at a Board meeting and accept or reject that application.

6.4. There are three categories of members:

- (a) Individual Members
- (b) Organisational Members, which may be incorporated under the Associations Incorporation Act 1987, unincorporated groups, local government authorities and registered businesses
- (c) Associate Members, which may be any commonwealth or state government department, agency or branch.
- (d) Life Members, who may be appointed by a resolution of the Annual or Special General Meeting, in accordance with the adopted policy.

7. Register of members of Association

7.1. The Secretary shall on behalf of the Association ensure that a register of members is kept and maintained in accordance with section 27 of the Act and that register shall be so kept and maintained at his or her place of residence or at a place approved by the Board.

7.2. The Secretary shall cause the name of a person who dies or who ceases to be a member under rule 8.3, 9.1, or 10 to be deleted from the register of members referred to in rule 7.1.

8. Subscriptions of members of Association

8.1. The members shall from time to time at a general meeting determine the amount of the subscription to be paid by each member.

8.2. Each member shall pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines the amount of the subscription determined under rule

8.3. Subject to rule 8.4, a member whose subscription is not paid within 3 months after the relevant date fixed by or under rule 8.2 ceases on the expiry of that period to be a member, unless the Board decides otherwise.

8.4. A member is a financial member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under rule 8.2 or within 3 months thereafter.

9. Resignation of members of Association

9.1. A member who delivers notice in writing of his or her resignation from the Association to the Secretary or another Board member ceases on that delivery to be a member.

9.2. A person who ceases to be a member under rule 9.1 remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of that cessation.

10. Expulsion of members of Association

10.1. If the Board considers that a member should be expelled from membership of the Association because of his or her conduct detrimental to the interests of the Association, the Board shall communicate, in writing, to the member-

- (a) notice of the proposed expulsion and of the time, date and place of the Board meeting at which the question of that expulsion will be decided and
- (b) particulars of that conduct, not less than 30 days before the date of the Board meeting referred to in paragraph (a).

10.2. At the Board meeting referred to in rule 10.1, the Board may, having afforded the member concerned a reasonable opportunity to be heard by, or to make representations in writing to the Board, expel that member from the Association and shall communicate that decision in writing to that member.

10.3. Subject to rule 10.5, a member who is expelled under rule 10.2 from membership of the Association ceases to be a member 14 days after the day on which the decision so to expel him or her is communicated to him or her under rule 10.2.

10.4. A member who is expelled under rule 10.2 from membership of the Association shall, if he or she wishes to appeal against that expulsion, give notice to the Secretary of his or her intention to do so within the period of 14 days referred to in rule 10.3.

10.5. When notice is given under rule 10.4:

- (a) the Association in a general meeting may, after having afforded the member who gave that notice a reasonable opportunity to be heard by, or to make representations in writing to the Association in the general meeting, confirm or set aside the decision of the Board to expel that member, and
- (b) the member who gave that notice does not cease to be a member unless and until the decision of the Board to expel him or her is confirmed under this rule.

11. Board of Management

11.1. The affairs of the Association shall be managed exclusively by a Board of Management consisting of-

- (a) a President
- (b) a Vice-President
- (c) a Secretary
- (d) a Treasurer, and

- (e) not less than one (1) other person, nor more than four (4) other people, all of whom shall be members of the Association elected to membership of that Board at an Annual General Meeting or appointed under rule 16.7.
- (f) the Executive Officer is an ex-officio member of the Board of Management, but has no vote

11.2. Notwithstanding 11.1 (e) the Board have the power to appoint up to three additional Board members. The appointed Board members shall be appointed for a period to be decided by the Board.

11.3. A quorum shall consist of half of the number of elected Board members.

11.4. The Board shall meet together for the dispatch of business not less than 4 times annually and the President may at any time convene a meeting of the Board;

11.5. Each Board member has a deliberative vote

11.6. Where possible, all decisions shall be made by consensus. Where this is not possible, a question arising at a Board meeting shall be decided by a majority of votes of Board members present, but if there is an equality of votes, the person presiding at the Board meeting shall have a casting vote in addition to his or her deliberative vote.

11.7. A Board member having any direct or indirect pecuniary interest referred to in section 21 or 22 of the Act shall comply with that section.

12. President

12.1. Subject to this rule, the President shall preside at all general and Management Board meetings.

12.2. In the event of the absence from-

- (a) a general meeting of-
 - (i) the President, the Vice-President; or
 - (ii) both the President and the Vice-President, a member elected by the other members present at the general meeting;or
- (b) a Board meeting of-
 - (i) the President, the Vice-President, or
 - (ii) both the President and the Vice-President, a Board member elected by the other Board members present,shall preside at the general meeting or Board meeting, as the case requires.

12.3. Notwithstanding 12.2 the Board may decide to have another Board member preside at a meeting at which the President and/or the Vice-President are also in attendance.

12.4. The President shall make public statements on behalf of the Association, or in his/her absence, the Vice-President or the Executive Officer may make public statements.

13. Secretary

13.1. The Secretary shall-

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Board and of the Association;
- (c) comply on behalf of the Association with-
 - (i) section 27 of the Act in respect of the register of members of the Association;
 - (ii) section 28 of the Act in respect of the rules of the Association; and
 - (iii) section 29 of the Act in respect of the record of the office holders, and any trustees, of the Association:

- (d) have custody of all books, documents, records and registers of the Association, including those referred to in 13 (c), other than those required by rule 14 to be kept and maintained by, or in the custody of the Treasurer,
- (e) perform such other duties as are imposed by these rules on the Secretary:

13.2. The Secretary may delegate any, or all of the duties listed in 13.1 to a member of staff employed by the Association.

14. Treasurer

14.1. The Treasurer shall-

- (a) be responsible for the receipt of all moneys paid to or received by him or her on behalf of the Association and shall issue receipts for those moneys in the name of the Association:
- (b) pay all moneys referred to in paragraph (a) into such account or accounts of the Association as the Board may from time to time direct:
- (c) make payments from the funds of the Association with the authority of a general meeting or of the Board and in so doing ensure that all cheques are signed by two (2) nominated Board members other than himself or herself:
- (d) comply on behalf of the Association with sections 25 and 26 of the Act in respect of the accounting records of the Association:
- (e) whenever directed to do so by the President, submit to the Board a report, balance sheet or financial statement in accordance with that direction:
- (f) have custody of all securities, books and documents of a financial nature and accounting records of the Association, including those referred to in paragraphs (d) and (e); and
- (g) perform such other duties as are imposed by these rules of the Treasurer.

14.2. The Treasurer may delegate any, or all of the duties listed in 14.1 to a member of staff employed by the Association, or to a bookkeeper contracted by the Association to undertake this work.

15. Casual vacancies in membership of Board

A casual vacancy occurs in the office of a Board member and that office becomes vacant if the Board member-

- (a) dies;
- (b) resigns by notice in writing delivered to the President or, if the Board member is the President, to the Vice-President:
- (c) is convicted of an offence under the Act:
- (d) is permanently incapacitated by mental or physical ill-health:
- (e) is absent from more than-
 - (i) 3 consecutive Board meetings; or
 - (ii) 3 Board meetings in the same financial year, of which he or she has received notice without tendering an apology to the person presiding at each of those Board meetings: or
- (f) ceases to be a member of the Association.

16. Annual General Meetings

16.1. The Secretary shall convene an Annual General Meeting within four (4) months of the end of the financial year and shall give to all members not less than 21 days notice of the Annual General Meeting.

16.2. The quorum must be no less than 20% of the total votes that are eligible to be cast, including proxies to be forwarded to the Secretary prior to the commencement of the Annual General Meeting.

16.3. The Board members referred to in rule 11.1 (a) to (e) shall be elected for a two-year term, with the President, Treasurer and up to two Board members being elected in even numbered years and the Vice-President, Secretary and the other two Board members being elected in odd-numbered years.

16.4. The Secretary shall ensure that all members are invited to nominate for election to membership of the Board at least 21 days prior to the closing date for nominations for the vacant positions.

16.5. A person is not eligible for election to membership of the Board unless he or she has been an individual member of the Association for a minimum period of three (3) months, or is the nominee of an organisational member that has been a member of the Association for a minimum period of three (3) months and has been nominated for election by a member by delivering notice in writing of that nomination, to the Secretary not less than 28 days before the day on which the Annual General Meeting concerned is to be held, signed by:

- (a) the nominator, and
- (b) the nominee to signify his or her willingness to stand for election.

16.6. The Secretary shall ensure that notice of all persons seeking election to membership of the Board is given to all members when notice is given to those members of the calling of the Annual General Meeting at which that election is to be held.

16.7. If the number of persons nominated for election to membership of the Board does not exceed the number of vacancies in that membership to be filled.

- (a) the Secretary shall report accordingly to: and
- (b) the President shall declare those persons to be duly elected as members of the Board at the Annual General Meeting concerned.

16.8. If the number of persons nominated is less than the number of vacancies, the President shall call for nominations at the Annual General Meeting.

16.9. If the number of persons nominated is greater than the number of vacancies, an election shall be conducted and voting shall be determined by a simple majority through a secret ballot.

16.10. When a casual vacancy within the meaning of rule 15 occurs in the membership of the Board-

- (a) the Board may appoint a member to fill that vacancy: and
- (b) a member appointed under this rule shall-
 - (i) hold office until the commencement of; and
 - (ii) be eligible for election to membership of the Board at the next following Annual General Meeting;

16.11. The order in which business is to be transacted is –

- (a) first, the consideration of the accounts and reports of the Board.
- (b) second, the election of Board members to replace outgoing Board members: and
- (c) third, the appointment of an auditor
- (d) fourth; any other business requiring consideration by the Association in a general meeting .

17. General Meetings

17.1. The Board

- (a) may at any time convene a special general meeting:
- (b) shall convene an Annual General Meeting within the time limits provided for the holding of an Annual General Meeting by section 23 of the Act; and
- (c) shall, within 30 days of -
 - (i) receiving a request in writing to do so from not less than five (5) members, convene a special general meeting for the purpose specified in that request; or
 - (ii) the Secretary receiving a notice under rule 10.4, shall convene a special general meeting for the purpose of dealing with the appeal to which that notice relates.

- 17.2. The members making a request referred to in rule 17.1 (c) (i) shall –
- (a) state in that request the purpose for which the special general meeting concerned is required; and
 - (b) sign that request.

- 17.3. If a special general meeting is not convened within the relevant period of 30 days referred to:
- (a) in rule 17.1 (c) (i), the members who made the request concerned may themselves convene a special general meeting as if they were the Board; or
 - (b) in rule 17.1 (c) (ii), the member who gave the notice concerned may himself convene a special general meetings as if he or she were the Board,

- 17.4. When a special general meeting is convened under rule 17.3 (a) or (b):
- (a) the Board shall ensure that the members or member convening the special general meeting are supplied free of charge with particulars of all members; and
 - (b) the Association shall pay the reasonable expenses of convening and holding the special general meeting.

17.5. Subject to rule 17.8 the Secretary shall give to all members not less than 14 days notice of a general meeting and of any motions to be moved at the general meeting.

- 17.6. A notice given under rule 17.5 shall specify –
- (a) when and where the general meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the general meeting concerned and ~~of~~ the order in which that business is to be transacted.

17.7. The Secretary shall give to all members not less than 21 days notice of a general meeting at which a special resolution is to be proposed and of any other motions to be moved at the general meeting.

- 17.8. The Secretary may give a notice under rule 17.5 or 17.7 by:
- (a) serving it on a member personally; or
 - (b) sending it by post to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.
 - (c) Sending it by email to a member at the address of the member appearing in the register of members kept and maintained under section 27 of the Act.

17.9. When a notice is sent by post under rule 17.9 (b), sending of the notice shall be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail.

17.10. When a notice is sent by email under rule 17.8 (c), sending of the notice shall be deemed to be properly effected if the notice is correctly addressed and transmitted to the member concerned by email.

18. Quorum in proceedings at general meetings

18.1. At a general meeting six (6) members present in person constitute a quorum.

18.2. When a general meeting is adjourned for a period of 30 days or more, the Secretary shall give notice under rule 17 of the adjourned general meeting as if that general meeting was a fresh general meeting.

- 18.3. At a general meeting:
- (a) an ordinary resolution put to the vote shall be decided by a majority of votes cast on a show of hands; and
 - (b) a special resolution put to the vote shall be decided in accordance with section 24 of the Act by a secret ballot.

18.4. A declaration by the President at a general meeting that a resolution has been passed as an ordinary resolution thereat shall be evidence of that fact unless during the general meeting at which the resolution is submitted, a poll is demanded in accordance with rule 18.5.

18.5. At a general meeting, a poll may be demanded by the President at the general meeting or by three (3) or more members present in person and if so demanded shall be taken in such manner as the President directs.

18.6. If a poll is demanded and taken under rule 18.5 in respect of an ordinary resolution, a declaration by the President of the result of the poll is evidence of the matter so declared.

18.7. A poll demanded under rule 18.5 on the election of a person to preside over a general meeting or on the question of an adjournment shall be taken forthwith on that demand being made.

19. Minutes of meetings of Association

19.1. The Secretary shall cause proper minutes of all proceedings of all general meetings, Board meetings and Annual General Meeting to be taken and then to be entered within 30 days after the holding of each general meeting, Board meeting, or Annual General Meeting, as the case requires, in a minute book kept for that purpose.

19.2. The President shall ensure Annual General Meeting or Management Board or general meeting minutes under rule 19.1 are checked and signed as correct by the President of the Annual General Meeting or Management Board meeting to which those minutes relate.

19.3. When minutes have been entered and signed as correct under this rule, they shall, until the contrary is proved, be evidence that –

- (a) the general meeting or Board meeting to which they relate (in this rule called “the meeting”) was fully convened and held;
- (b) all proceedings recorded as having taken place at the meeting did in fact take place thereat; and
- (c) all appointments or elections purporting to have been made at the meeting have been validly made.

20. Voting rights of members of Association

20.1 Subject to these rules, each category of member, who has been a member of the Association for a minimum of three (3) months, is entitled to:

- (a) Individual Member one deliberative vote
- (b) Organisational Member two deliberative votes
- (c) Associate Members are not eligible to vote,
- (d) Life Member one deliberative vote

20.2. A member may appoint in writing another member to be their proxy and to attend and vote on their behalf at an Annual General Meeting or a Special General Meeting, where a special resolution is to be considered.

20.3 A special resolution must be adopted by no less than 75% of the total votes that are eligible to be cast at the meeting, including proxies to be forwarded to the Secretary prior to the commencement of voting on the special resolution at the Annual or Special General Meeting.

21. Rules of Association

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

21.2. These rules bind every member of the Association to the same extent as if every member of the Association had signed and sealed these rules and agreed to be bound by all their provisions.

21.3. The Association shall ensure that the Commissioner of Taxation shall be notified, in writing, within 28 days of any amendments made to the rules.

22. Common Seal of Association

22.1. The Association shall have a common seal on which its corporate name shall appear in legible characters.

22.2. The common seal of the Association shall not be used without the express authority of the Board and every use of that common seal shall be recorded on the minute book referred to in rule 19.1.

22.3. The affixing of the common seal of the Association shall be witnessed by any two (2) of the President, Vice-President, Secretary, Treasurer or Executive Officer.

22.4. The common seal of the Association shall be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

23. Inspection of records, etc of Association

A member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

24. Audit

A suitably qualified Auditor, who is not a member of the Board of Management, shall be appointed. An audited financial report for the year ending 30 June shall be presented to the Annual General Meeting.

25. Distribution of surplus property on winding up of Association

25.1 If, on the winding up of the Association, any property of the Association remains after satisfaction of the debts and liabilities of the Association and the costs, charges and expenses of that winding up, that property shall not be paid or distributed among members of the Association, but shall be distributed to an incorporated association or charity with similar objects to the Men's Advisory Network (M.A.N.) and which is a registered or exempted charity which has been endorsed by the Commissioner of Taxation as a deductible gift recipient under Division 30 of the Income Tax Assessment Act 1997.

25.2. If the Gift Fund is wound up or if the endorsement of the Association 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 covered by Division 30 of the Income Tax Assessment Act 1997 and to which income tax deductible gifts can be made.

25.3. In the event of the winding up or the dissolution of the Association, the Commissioner of Taxation shall be advised of the date of dissolution within 30 days of the dissolution.