



The Country Women's Association of Victoria Inc.

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Patron – Her Excellency the Honourable Linda Dessau AC, Governor of Victoria

DRAFT CONSTITUTION OF THE COUNTRY WOMENS ASSOCIATION OF VICTORIA

The next few pages provide you with a summary of the draft new constitution which will be voted on at the 2018 Annual General meeting.

Our constitution sets out the system of fundamental principles according to which the Country Womens Association of Victoria is governed.

All members of CWA of Victoria have a right to access, read and understand our constitution and once in a while some changes may be necessary. This is the time for some changes to be considered which will ensure the Association continues to act within the law and the draft constitution reflects who we are, what we contribute to the community and the principles we follow.

This draft constitution has been prepared by King & Wood Mallesons, our solicitors, on a pro-bono basis. This ensures the constitution complies with the requirements of all relevant Acts and provides us with a strong constitutional base upon which to further build the CWA of Victoria. The process included a member working group which spent many hours considering the intent and wording in the draft constitution. I would like to thank members of the working group and staff of King & Wood Mallesons.

The summary below gives an overview of the most significant changes. Members will be able to access a full copy via the website or by requesting a hard copy from your Group President in late January. Your questions/feedback is required no later than 1 March 2018. More information will be available in the January posting. You can email me at execdirector@cwaofvic.org.au

Enjoy the read!

Summary

During the past couple of years a number of activities involving members have been undertaken which have informed the writing of the new draft constitution. Activities have included:

- Developing a strategic plan (which will be completed in early 2018)
- The work undertaken by the Updated Governance Structure Working Group
- The work undertaken by the members on the constitutional working group

Below is a brief summary of the major points discussed in the above processes and at State Council meetings. Your views have been incorporated into the draft constitution.

Summary of what you said.

What you said	What we have done
1. You want a structure that supports the inclusion of members and your views	CWA of Victoria will remain an incorporated association where eligible members are entitled to vote.
2. You are happy to have a Board structure as long as Board Officers are members of the Association and they are elected by the members.	This is included in Parts 5, 6 and 10 of the draft constitution. All eligible members have the right to vote and proxy voting will be available.
3. You want to vote for senior officer positions	Included in Part 10.
4. The State President to chair the Board	Included in Rule 1.7 of the draft constitution under the definition of “Chairperson”.
5. You wanted clarification about the inclusion of the magazine in the Annual Subscription	Clarification is included in Part 3 of draft constitution. It is not practicable for members to “opt out” of receiving the magazine and pay a lesser subscription fee. Nor are we obliged to provide a magazine.
6. In your strategic planning feedback you said you wanted to continue to improve the health and wellbeing of women and children thru community service, support networks and the provision of emergency financial relief... Whilst acknowledging the importance of metropolitan, rural and remote settings you are concerned about rural and remote settings being sustainable	Your feedback has been used to review the purposes of the Association and are included in Part 1 of the draft constitution.
7. State Council members have expressed the importance CWA of Victoria applying to gain the appropriate tax and charitable status	We have sought legal opinion on these matters and the draft constitution is written in a manner which will assist us apply for such status.

The Draft Constitution by Section (This table shows information in key sections of the draft constitution and provide some supporting explanation)	
Section	Comments
1.Preliminary	
1.1 Name	No change
1.2 Charitable purpose	This statement acknowledges that MOST of our work is done in Australia, but we can also continue to do similar work as we currently do off shore. The new formulation will also support out application for deductible gift recipient tax status.
1.3,1.4 and 1.5 state purposes of the association	These sections reflect very similar purposes as those in the current constitution, however they are grouped into Principal, Further and Additional purposes. Volunteer community service which is provided to women, children and their families who are disadvantaged/vulnerable has been referred to as “benevolent assistance” for the purposes of our tax status application. Stating the CWA purposes in this way will assist us in the process of applying for registration as a charity and gaining deductible gift recipient tax status.
1.6 Financial Year	The whole organisation will function with one financial year, being 1 January to 31 December. This is supported by our auditors. Processes will be put in place re this alignment.
1.7 and 1.8	Replaces and updates the definitions in Section 4 of current constitution. Includes definitions of membership categories, positions of office and legal definitions as described in the relevant Acts.
2.Powers of the Association	This section is very similar to the current constitution and has been reformatted into 3 sub-rules rather than the current two.
3. Members	
3.1	Describes minimum number of members for the Association as 6.
3.2 Eligibility to be a member	Consistent with current constitution and relates to process of applying at Branch level to become a member. No member shall be a paid employee of the Association.
3.3 Members of Honour	Describes the current process for becoming a Member of Honour, which is not in the current constitution.
3.4 Life members	Describes the current process for becoming a Life Member.

3.6 – 3.10	Describes the process for becoming a member, which may consist of an electronic application or written application made in a Branch membership book. By completing an application the individual agrees to be bound by the rules of the Association.
3.11 Annual Subscription	Refers to the process of setting the fees annually and the role of the Board and members in this process. The costs of magazine production and delivery are included in the annual subscription and cannot be deducted from the annual subscription amount by any member.
3.16 – 3.19 Entitlement to vote	<p>These sections relate to voting at general meetings of the Association, Branch meetings, Group meetings and State Conferences. There has been some clarification on the eligibility of members to vote. Members must meet the following requirements to be eligible to vote:</p> <ul style="list-style-type: none"> • be an ordinary member, Life member or Member of Honour; • have paid their subscription within 2 months of payment being due; • been a member for at least 3 months; and • not had their membership rights been suspended.
4 Disciplinary action.	
4.1-4.8	This part replaces Division 2 of the current constitution. Grounds for disciplinary action have not changed. The Disciplinary Subcommittee would be appointed by the Board. The current Advisory Committee would no longer exist. Notice to the member, the process of making a decision, informing the member and appeal processes whilst similar to current process now reflect transparent and fair business processes.
5. Powers of the Board	
5.1 and 5.2	<p>A Board is a new part of the CWA structure; in the current structure many of the activities are undertaken at the Administration and Finance Committee.</p> <p>The Board will be responsible for the business and management of the Association. This part also describes the delegations it can make and/or revoke to a Board member, a subc'tee or staff.</p>
6. Composition and proceedings of the Board	
6.1 Composition of the Board	The Board shall consist of State President (who shall also fulfil the office of State Secretary), the Deputy State President, the State Treasurer, up to 4 State Vice Presidents and a number of general members

	which will not exceed 7. All will be known as Board Officers.
6.2 Election of Board Officers	Board Officers must be elected by the Association at the AGM.
6.3 -6.5	Refers to the roles and responsibilities of all Board Officers.
6.6 -6.19	Provides directions re expectations re Board meeting processes including conflicts of interest, use of technology to participate in a meeting and the order of business and minutes.
7. Powers of State Council	This replaces clause 42 of the current constitution.
7.1 Roles and Powers	Includes the power to approve the establishment of new Branches and Groups and make changes to the composition of existing Groups.
7.2 Delegation	This is very similar to clause 43 of the current constitution. All the current committees have been included, however the Board has also been given the power to create new committees.
8. Composition of State Council, Group(s) and Branch(es)	
8.1,8.2 and 8.3	These rules reflect the current membership/structure and function of each of the State Council, Groups and Branches.
9.Meetings of the Association, Branch(es) and Group(s)	This Part reflects much of what is currently included in Part 4 of current constitution with some clarification designed to reflect current practice.
9.1 AGM of the Association	Refers to the business of the Association to be conducted at the AGM including the election of State Council members and the Officers of the Board.
9.2 AGMs of Groups and Branches	Both Groups and Branches to hold AGMs within 3 months of the end of each financial year (both are now the same).
9.6 Proxies	This replaces clause 34 of current constitution. Rule 9.6 now provides for proxies, with a voting member able to appoint another member as her proxy to vote and speak on her behalf. This ensures that those members eligible to vote can do so by other means rather than attend. The appointment of a proxy must be in writing and signed by the member making the appointment.
9.7 Quorum	Changes have been made here to ensure the numbers of members required is realistic and achievable. The quorum relates to the number of members which are generally required to be in attendance for the prescribed meeting to proceed: AGMs of Association: either 5% of all Voting Members or 300 Voting Members State Conference: 1/3 of the Branches are represented by their Branch Delegates and 1/3 of the State Council

	<p>Group general meetings: 1/3 of the Branches of that Group are represented by their Branch delegates</p> <p>Branch General meetings: 1/3 of the Voting Members of that Branch are present</p>
9.8- 9.15	Describes the procedural requirements for holding meetings, including ordinary resolutions, special resolutions and the taking of polls and minutes. A special resolution must be passed to alter the constitution. This includes alterations to the name or any of the purposes of the Association.
10. Election of Board Officers, Council, Group Officers and Branch Officers	
10.1 Eligibility	This rule is similar to clause 49 of current constitution. A member must be 18 years or over and a Voting Member to be eligible for an office position. A member is only eligible to be elected as State President if they have held office for at least 6 years (consecutive or otherwise) as either a Group President or as an office-bearer on State Council.
10.2 Position to be declared vacant at AGM	This rule has the same intent at clause 50 of current constitution.
10.3 -10.8	Refers to process of nomination, election by ballot, leaves of absence and terms of office. Board Officers, State Council, Group Officers and Branch Officers may serve a maximum of 2 consecutive terms in a particular office. Office positions will be declared vacant annually.
11. Financial Matters	Similar to Part 6 of the current constitution with more specific detail.
11.1 Source of funds	More detail has been provided.
11.2-11.7	Details the procedure for management of funds at the Association, Branch and Group level. The expectations for financial records and statements are described.
12. General Matters	Similar to Part 7 of current constitution with some updates. Includes use of the common seal, notice requirements, winding up and cancellation procedures.
12.5	States that a copy of these Rules must be made available to any member or applicant for membership on request, free of charge.
	<i>Note: clause 77 of current constitution is no longer needed as it is incorporated in Part 9 of the draft constitution.</i>

Lynette Harris
State President

Lynne Jordan
Executive Director