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Jean Wyder, President



Zonta Club of Perth Northern Suburbs Inc.
Member of Zonta International

Constitution

of the
**Zonta Club of Perth
Northern Suburbs Inc**
as revised 6 October 2010

Association No. **A1000362L**

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Constitution

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Constitution of the Zonta Club of Perth Northern Suburbs Inc. 2010

1. Name

The name of the incorporated association shall be the Zonta Club of Perth Northern Suburbs Inc., hereinafter referred to as the "Club". The Club shall exist only as a chartered club of Zonta International.

2. Objects

The objects of the Club are to promote the objects of Zonta International which are:

- (a) to improve the legal, political, economic, educational, health, and professional status of women at the global and local level through service and advocacy;
- (b) to work for the advancement of understanding, goodwill, and peace through a world fellowship of executives in business and the professions;
- (c) to promote justice and universal respect for human rights and fundamental freedoms; and
- (d) to be united internationally to foster high ethical standards, to implement service programs, and to provide mutual support and fellowship for members who serve their communities, their nations, and the world.

3. Policy

The policy of the Club is non-partisan and non-sectarian.

The Club may express itself about and become involved in principles and public issues having a bearing on the objects of Zonta International, following the guidelines established by the Zonta International Board of Directors in accordance with *Zonta International Bylaws Article III*.

4. Interpretation

In the event of any inconsistency between the subsisting provisions of the constitution of the Club and the provisions of the bylaws of Zonta International, as amended from time to time, the provisions of the bylaws of Zonta International shall prevail.

The Club shall be bound by the bylaws of Zonta International except that, if any provision of the bylaws is contrary to the laws of Western Australia or Australia, then the Club shall notify the Zonta International Board in writing of the need to conform with such laws.

5. Funding

The Club shall conduct fundraising for charitable purposes. Costs incurred in fundraising events may be offset by the income from the fundraiser.

Membership fees and dinner meeting fees shall cover the administrative costs of the Club.

6. Membership

6.1 Register of Members

The Treasurer shall keep a register of members in accordance with the requirements of District 23 and Zonta International.

6.2 Categories

The membership of this Club shall be limited to classified members, past international presidents and honorary members.

6.2.1 Classified Membership

- (a) A classified member is a decision-maker accepted for membership under a major classification as shown in the Zonta International *Marian de Forest Membership and Classification Manual*.
- (b) Eligible for membership are executives and professionals in decision-making positions willing to support and implement the objects of Zonta International. For diversity in membership candidates should be sought from a variety of businesses and professions.
- (c) To be invited to membership a candidate shall be actively engaged in or have experience in a recognised business or profession in a decision-making capacity.
- (d) The Club Membership and Classification Committee shall consider all proposals for membership and present the names of candidates to the Club Board. On approval the Membership and Classification Committee shall write letter/s of invitation to the new member/s and notify the Club members.
- (e) A classified member has all the rights and responsibilities of membership, including the right to hold office and represent the Club at meetings, except as otherwise provided in this constitution.
- (f) Membership shall not become official until all joining fees and subscriptions have been paid.

6.2.2 Past International President

The Club may retain as a member or may elect to its membership, without any classification requirement and without additional initiation fee, any past international president.

6.2.3 Honorary Membership

Honorary members shall be persons nominated by the Board and endorsed by the membership who have distinguished themselves by some unusual service other than their service to Zonta. An honorary member shall be entitled to all membership privileges of the Club except those of holding an elective office or directorship; of making motions and voting; or of representing the Club as a delegate or alternate. The Club Board shall determine the specific tenure for honorary membership in accordance with the Schedule. An honorary member shall be exempt from the payment of dues. The Club shall assume the obligation for payment of Zonta International and District 23 dues for any honorary member the Club may elect.

6.3 Duration of Membership

- (a) Classified membership shall be for life after five (5) years' membership except as otherwise provided in this constitution.

- (b) A member dropped for non-payment of dues may be reinstated upon payment of current obligations; the member shall also pay a reinstatement fee which will be forwarded to Zonta International.
- (c) The resignation of a member shall be sent in writing to the Club president who shall present it to the next meeting of the Board. No member's resignation shall be accepted in good standing unless dues are paid.

6.4 Leave of Absence

Leave of absence may be granted to a member upon approval of the Club Board. Payment of Zonta International, District 23 and Club dues shall be required.

6.5 Club Attendance Requirements

Any member who is absent from all Club meetings for two (2) consecutive months without excuse deemed adequate in the opinion of the Board, shall be notified in writing that membership may be forfeited. Should the absences continue following this notice, the Board may notify the member in writing that membership is forfeited.

Attendance requirements can be met by attending a meeting of another Zonta club.

6.6 Transfer Privileges

A member of another Zonta club who wishes to transfer to membership of the Club may do so provided required dues have been paid.

7. Club Dues

7.1 Fiscal Year

The fiscal year of the Club shall be from 1 April to 31 March inclusive.

7.2 Annual Dues

The annual dues of a Club member are established by the Club and shall include Zonta International, District 23 and Club requirements. Dues are payable on or before 1 April. Any member in arrears for dues for 60 days shall forfeit membership. Club dues and fees are listed in the Schedule to this constitution.

7.3 Joining Fee

All candidates for membership shall be required to pay a joining fee in addition to their subscription. The joining fee is listed in the Schedule to this constitution.

8. Officers and Directors

The officers of the Club shall be at least a president, vice-president, secretary and treasurer and at least 2 directors.

(a) Qualifications

Officers shall have experience in a decision-making capacity. To be eligible for the office of president, a member must have been at some time a member of the Club Board for at least one (1) year.

(b) Election

At the annual general meeting, officers and directors shall be elected by ballot unless there is only one (1) nominee for the office in which case a voice vote

may be taken. A majority vote shall elect. At the option of the Club, balloting may be by mail.

(c) Term of Office

The officers and directors shall assume office on 1 June; they shall hold office for at least one (1) year or until their successors assume office. An officer or director shall be limited to two (2) consecutive years in the same office with the exception of the treasurer who shall be limited to four (4) consecutive years in the same office. A member who has served more than half a term shall be deemed to have served a full term in that office. A member who has served previously as an officer or director is eligible to serve in the same office again after an intermission.

(d) Vacancies

In case of vacancy in the office of president, the vice president shall become president. Vacancies in other offices shall be filled by the Club Board.

(e) Removal

Club officers and directors may be removed by the Club members for cause upon grounds permitted for removal as specified in Zonta International Bylaw Article V11 Section 9. A complaint in writing against an officer or director for such behaviour shall be referred by the Club Board to a committee of Club members elected by the members for investigation. Cause shall include but not be limited to: failure, without excuse, to attend meetings; failure to perform the duties of the position; or acting in such a way as to injure the good name of Zonta or hamper its work.

Thereafter, the committee shall make a recommendation to Club members for a decision. Due notice in writing of the matter to be voted on at a meeting shall be given to all members. The Board member concerned shall be entitled to be present for consideration of action to be taken but shall not be entitled to vote. Removal shall be by a two-thirds (2/3) ballot vote of the Club members present and voting.

9. Club Board

9.1 How Constituted

Elected officers and directors of the Club shall constitute the Club Board.

9.2 Duties

The Club Board shall have general supervision of the affairs of the Club between meetings of the Club, provided that none of its acts shall conflict with action taken by the Club. It may act upon routine questions in carrying out established policies but shall not determine policy, authorise projects and donations, or adopt the budget. It shall perform such duties as are required by the bylaws and rules of procedure of Zonta International. **The Zonta International Manual of Procedures for Zonta Clubs shall serve as a guideline for Club operations.**

9.3 Meetings

The Club Board shall hold regular monthly meetings unless otherwise ordered by the Board. A majority of the members of the Club Board shall constitute a quorum.

10. Duties of Officers

The officers of the club shall perform the duties prescribed by the Club, by the Bylaws and Rules of Procedure of Zonta International and by N E Renton *Guide for Meetings and Organisations*, the authority on meetings procedure adopted by the Club.

10.1 President

The president shall preside at all meetings of the Club and of the Board and shall be the chief executive officer of the Club. Subject to approval by the Board, the president shall appoint chairmen of standing committees and all other committees except the Nominating Committee. The president shall be ex officio a member of all committees except the Nominating Committee.

10.2 Vice President

The vice president, in the absence or inability of the president, shall perform the duties of the president. The vice president may serve as chairman of a committee and may be assigned other duties by the Club Board.

10.3 Secretary

The secretary shall keep a record of the proceedings of the meetings of the Club and of the Board, conduct correspondence not specifically assigned to other Board members or committees and perform other duties as assigned by the Club Board.

The secretary shall keep all current records and documents, other than those retained and maintained by the treasurer, relevant to the Club and shall make those available for inspection to any member at any reasonable time.

The Secretary will pass all archive materials on to an archivist who is appointed by the President and who shall be responsible for the retention and maintenance of all significant, non-current Club records in accordance with the policy outlined in the *Zonta International Club Manual Part 2 Section 10*.

10.4 Treasurer

The treasurer shall be responsible for the funds of the Club and shall administer them in accordance with the approved Club budget. The treasurer shall make monthly reports to the Board and the club, and be an ex officio member of the Finance Committee. No later than forty-five (45) days after the term of office ends, the treasurer shall turn all records over to the successor.

The treasurer shall retain and maintain all current documentation relating to the Club's financial matters.

Board members authorised to sign cheques shall be any two of the president, vice president, treasurer, secretary and directors.

11. Communication and Voting Procedures

11.1 Normal Club Communication Channels

The term normal Club communication channels shall mean announcement at any meeting of the Club and/or email notification to the email address of members recorded in the Club register.

11.2 Voting

Voting shall be in person at a meeting or, where agreed at a meeting, by email polling. Members may be polled by use of their registered email address.

11.3 Email Voting

An email poll shall state the issue/s to be voted upon; the deadline for receipt of email votes; and the date of the meeting at which the result will be announced. Following the announcement of an email poll, all members who have recorded an email address will be notified of the email polling result.

11.4 Email Voting Officers

In the event of an email poll the Club Board shall appoint two (2) members to act as email voting officers. Email voting officers will jointly send out and receive and report the result of email polling.

12. Meetings

12.1 Regular Club Meetings

Unless otherwise ordered by the Club regular meetings shall be held each month except December and January in accordance with the Schedule. Members shall be notified of meetings and motions to be considered through normal club communication channels (Rule 11.1) at least seven (7) days before the date of the meeting.

12.2 Annual & Special Meetings

- (1) The Club Board –
 - (a) must convene annual general meetings within the time limits provided for the holding of such meetings by Section 23 of the Associations Incorporation Act 1987 that is, in every calendar year within four (4) months after the end of the Club's financial year or such longer period as may in a particular case be allowed by the Commissioner for Consumer Protection; and
 - (b) may at any time convene a special general meeting;
 - (c) must, within 30 days of:
 - receiving a request in writing to do so from five (5) of the Club members, convene a special general meeting for the purpose specified in that request. The members making such a request must:
 - a. state in that request the purpose for which the special general meeting concerned is required; and
 - b. sign that request.
- (2) If a special general meeting is not convened within the relevant period of 30 days referred to in sub-rule (1) (c), the Club members who made the request concerned may themselves convene a special general meeting as if they were the Club Board;
- (3) When a special general meeting is convened under sub-rule (2) the Club must pay the reasonable expenses of convening and holding the special general meeting.

- (4) Subject to sub-rule (6), the Secretary must give to all Club members not less than fourteen (14) days notice of a special general meeting and that notice must 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.

- (5) Subject to sub-rule (6), the Secretary must give to all members not less than twenty-one (21) days' notice of an annual general meeting and that notice must specify:
 - (a) when and where the annual general meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows:
 - (i) first, the consideration of the accounts and reports of the Committee;
 - (ii) second, the election of Committee members to replace outgoing Committee members; and
 - (iii) third, any other business requiring consideration by the Club at the general meeting.

- (6) A special resolution may be moved either at a special general meeting or at an annual general meeting; however the Secretary must give to all members not less than twenty-one (21) days' notice of the meeting at which a special resolution is to be proposed. In addition to those matters specified in sub-rule (4) or (5), as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a special resolution.

- (7) The Secretary must give a notice under sub-rule (4), (5) or (6) by:
 - (a) serving it on a member personally; or
 - (b) sending it to a member at the postal or electronic address of the member appearing in the register of members kept and maintained under rule 11.1.

- (8) When a notice is sent under sub-rule (7) (b), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the member concerned by ordinary prepaid mail or emailed to the electronic address of the member.

12.3 Quorum

Twenty-five (25%) of the members shall constitute a quorum at any regular meeting and seventy five (75%) of the members at any special meeting of the Club.

13. Nominating Committee

13.1 How Constituted

At the annual general meeting, the Club may elect its Nominating Committee of at least three (3) members for the next year. If not elected at the annual general meeting, the Nominating Committee shall be elected at a Club meeting decided upon by the Club Board.

13.2 Election

If nominees are unopposed, a voice vote may be taken and committee members may select their own chairman. If elected by ballot vote, the designated number of committee nominees receiving the highest number of votes shall constitute the Club Nominating Committee. The member receiving the highest number of votes shall be chairman of the Nominating Committee.

13.3 Vacancies

Vacancies on the Nominating Committee shall be filled by the Club Board.

13.4 Duties

It shall be the duty of the Nominating Committee to nominate one (1) or more members for each office, of president, vice president, treasurer, secretary and directorships to be filled at the annual general meeting and to nominate at least three (3) members for the next term's Nominating Committee.

13.5 Report of the Committee

The committee shall report the slate of officers and members of the Nominating Committee (if Club elects at same time) at the Club meeting preceding the annual general meeting, i.e. by 1 April for the Annual General Meeting held in May of each year. Additional nominations may be made from the floor, provided the nominee has consented to serve.

14. Committees

There shall be at least the following standing committees and such other standing and special committees as the Club Board may authorise to achieve biennium goals.

(a) **Standing Committees shall be:**

Finance/Fundraising Committee; Organisation, Membership and Classification Committee; Public Relations and Communications Committee; Service Committee and United Nations Committee.

(b) **Other standing and special committees may be organised in accordance with the Schedule and include:**

Attendance, Fellowship, Newsletter; and Program Committees.

(c) **Appointment:** Except as otherwise provided in the Bylaws, the Club president shall appoint committee chairmen, subject to the approval by the Club Board.

(d) **Reports:** Committees shall report monthly to the Club Board and to the Club.

15. Audit

The Club Board shall cause the Club financial records to be audited by a qualified auditor as prescribed by the *Western Australian Charitable Collections Act 1946* Section 15. The auditor may be a member of the Club who is not a member of the Board. For purposes of the audit, the books shall be closed at the end of the Club's fiscal year, i.e. 31 March.

16. Suspension or Expulsion

Any member of the Club who is acting or has acted in any way to injure the good name of Zonta or to hamper the work of Zonta may be expelled in accordance with Zonta International Bylaws XIV 11(b).

Disputes shall be resolved in accordance with the dispute resolution policy of Zonta International District 23 (*Clause 19 of the District 23 Constitution*).

17. Amendments

The rules in this constitution may be altered (including an alteration to the Club name), or be rescinded and replaced by substituted rules, by a three-fourths (3/4) vote of the Club membership present at any regular or special meeting called for that purpose, provided that notice of such proposed amendment has been given to each member at least twenty-one (21) days before the meeting. Amendments to these rules must be lodged with the Department of Commerce within one month of being passed in accordance with the *Western Australian Associations Incorporation Act 1987* Part IV Section 17(2).

18. Not-for-profit

The assets and income of the Club are to be applied exclusively to the promotion of its objects and no portion is to be paid or distributed directly or indirectly to the members of the Club except as bona fide remuneration for services rendered or expenses incurred on behalf of the Club.

19. Common Seal of the Club

The common seal of the Club is to be in the form of a circular rubber stamp, with the words "Zonta Club of Perth Northern Suburbs Inc." and the word "Seal". The seal remains in the custody of the secretary.

The common seal must not be used or affixed to any deed or document without the express authorisation of the Club and every use of the seal must be recorded in the minutes of the Club. The use of the common seal must be witnessed by the president and either the secretary or the treasurer.

20. Meetings Procedure

The authority on meetings procedure of the Club shall be N E Renton *Guide for Meetings and Organisations*, which shall govern the Club in cases in which they are not inconsistent with Zonta International Bylaws and Rules of Procedure, the Rules of Procedure of Zonta International District 23, and the Club Constitution.

21. Disbandment

If the Club intends to disband it must first notify the Zonta International District 23 Area 3 Director. If the Club, after taking all necessary steps together with the Area Director to avoid disbandment, decides to do so, it shall inform the Zonta International District 23 Governor, who shall inform the executive director of Zonta International immediately.

22. Termination

If the Club disbands all legal debts shall be paid by the Club. Remaining assets must be disbursed either to another Zonta club in Area 3 of Zonta International District 23 or to the Zonta International Foundation, except for operating funds which shall revert to Zonta International District 23 to be used for organisation and membership.

23. Application of Surplus Assets

If upon the winding up or dissolution of the Club there remains after satisfaction of all its debts and liabilities any property whatsoever, the same must not be paid to or distributed among the members, or former members. The surplus property must be given or transferred to another club incorporated under the Act which has similar objects and which is not carried out for the purposes of profit or gain to its individual members, and which club shall be determined by resolution of the members and taking into account the provisions of the Zonta International Bylaws.

SCHEDULE

1. Honorary membership shall be for a term determined by the Board, usually of five (5) years renewable for further terms of five (5) years at the discretion of the Board.
2. Club dues and fees shall be \$160 for existing members, plus a joining fee of \$50 for new members or such other amount as may be determined by the Club from time to time.
3. Club meetings shall be held on the first Wednesday of each month except December and January, unless otherwise determined.
4. The Club may convene other committees for special events and needs.
5. The president and/or vice-president shall represent the Club at Zonta International District 23 Area 3 committees as required.
6. Attached is Article IV Section 2(c) of the Zonta International Bylaws 2008 dealing with termination of clubs.
7. Attached is Clause 19 of the Constitution of Zonta International District 23 dealing with disputes and mediation.

Zonta International Bylaws 2008

Article IV Section 2

- (c) **Termination.** Club membership in Zonta International may be terminated if the club has failed to:
- (1) Pay club dues or other financial obligations to Zonta International.
 - (2) Meet quarterly and function as a Zonta unit.
 - (3) Maintain the required diversity of classifications specified in Section 2(b).

In the event of termination all legal debts shall be paid by the club. Remaining assets must be disbursed either to a service organization whose mission is consistent with the objects of Zonta International or to the Zonta International Foundation, except for operating funds which shall revert to the district for organization and membership.

Constitution of Zonta International District 23 Inc.

19. Disputes and Mediation

- 19.1** The grievance procedure set out in this rule applies to disputes under these Rules between:
- (a) a member and another member; or
 - (b) a member and the District.
- 19.2** The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within fourteen (14) days after the dispute comes to the attention of all of the parties.
- 19.3** If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within fourteen (14) days, hold a meeting in the presence of a mediator.
- 19.4** The mediator must be:
- (a) a person chosen by agreement between the parties; or
 - (b) in the absence of agreement:
 - (i) in the case of a dispute between a member and another member, a person appointed by the Governor; or
 - (ii) in the case of a dispute between a member and the District, a person who is a mediator appointed or employed by the Dispute Settlement Centre of Victoria (Department of Justice) or of another State or Territory within District 23.
- 19.5** A member of a Club within the District can be a mediator.
- 19.6** The mediator cannot be a member of a Club which is a party to the dispute.
- 19.7** The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.
- 19.8** The mediator, in conducting the mediation, must:
- (a) give the parties to the mediation process every opportunity to be heard; and
 - (b) allow due consideration by all parties of any written statement submitted by any party; and
 - (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.
- 19.9** The mediator must not determine the dispute.
- 19.10** If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.