



Constitution of

Jigsaw Search & Contact Inc.

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An association for support and assistance to all those affected
by adoption, fostering and family separation.

CONSTITUTION

1. NAME AND HEADQUARTERS

- a. This Association shall be known as JIGSAW SEARCH & CONTACT INC. (Hereinafter referred to as 'the Association').
- b. The Association shall be incorporated under the Associations Incorporation Act 1987 (WA).
- c. There will be a Common Seal. This seal will remain in the custody of the Chairperson and will be affixed to documents in the presence of the Secretary and Treasurer who will countersign any documents to which it is affixed.
- d. The Association shall be non-partisan and non-profit making. Relief and services provided by the Association shall be non-political, non-sectarian, non-sexist and without discrimination.
- e. The Association shall be situated in such a place as is determined by the Board of Management meeting after entrance into office.

2. OBJECTIVES

- a. To operate ethically and within the law.
- b. To assist people separated from their biological family through adoption, fostering, reproductive technologies or in other circumstances.
- c. To provide support through the following services:
 - i. maintain a contact register for persons who wish to lodge their details and express their wishes in relation to contact with birth family.
 - ii. a mediation service.
 - iii. information and education.
 - iv. individual and group counselling.
 - v. preparation for reunion and support following reunion.
- d. To stimulate public interest by creating an informed public awareness of the life-long effects of adoption, fostering and family separation.
- e. To work in consultation with the Department of Child Protection and Family Support or any government office with similar responsibilities in dealing with issues relevant to adoption and or other forms of family support, e.g. policies, workshops, training etc.
- f. To promote changes in policy and practice that would promote the welfare and rights of the Association's client group.

3. POWERS.

The Association shall have the following powers:

All the powers of a natural person and the power to do all things necessary or convenient for carrying out its objectives and purposes, and shall expressly include the following:

- a. Investment of money in authorised trustee investments and/or such other form of investments approved by the members in general meeting from time to time.

- b. To apply the income and property of the Association solely to the promotion of its objectives and no part of that income shall be paid or transferred directly or indirectly, by way of divided bonus or otherwise, as pecuniary profit to members of the Association provided that nothing in this clause shall prevent the payment in good faith of remuneration to any officer or employee of the Association or to any member of the Association in return for any services actually rendered to or expenses incurred on behalf of the Association.
- c. To appoint Auditors as required but that no auditor shall be a member of the Board of Management.
- d. To approve the membership of any person eligible for membership and if instructed by the Board of Management, to terminate the membership of any person whose behaviour is deemed not to be in the best interests of the Association.
- e. To make By-Laws for the conduct of the Association.
- f. To appoint, suspend or dismiss or otherwise deal with employees, consultants, sub-contractors or any other bodies, professionals, or persons having dealings with the Association.
- g. To furnish, fit up and maintain any premises belonging to and occupied by the Association, and to provide all the necessary equipment, appliances and conveniences therefor.
- h. To determine from time to time the annual subscription fee, if any, for membership.
- i. To charge a fee for services rendered by the Association or waive any such fee in whole or in part on compassionate grounds.
- j. To take out insurance, indemnity or guarantees as are necessary to protect the Association, any member, employee, Board of Management member, or person acting on behalf of the Association.
- k. To draw, accept and negotiate cheques, bills of exchange, promissory notes and other negotiable instruments.
- l. To appoint delegates and representatives to other associations or bodies and to appoint or elect subcommittees and standing committees as it sees fit.
- m. To become affiliated or subscribe to anybody whose objective is similar to the objectives of this Association or necessary to achieve those objectives and if appropriate to withdraw or retire from such association or body.
- n. To do all things as are incidental or conducive to the above objectives.

4. MEMBERSHIP

- a. Membership is open to any adult person who is in agreement with this Constitution and is prepared to uphold it in a professional and ethical manner.
- b. The classes of membership shall be:
 - i. MEMBER - Full membership shall be open to adult (18 years and over) adoptees, adult natural parents or adoptive parents, and to other adults interested in furthering the aims and objectives of the association.
 - ii. AFFILIATE MEMBER - Affiliate Membership shall be open to any person who has an interest in adoption issues and supports the Association's objectives and philosophy. Such affiliate members shall not exercise voting rights unless elected to the Board of Management under clause 6(c) of this Constitution, where they may exercise voting rights in Board of Management decision making.

- c. The Board of Management reserves the right to reject an application for membership or application for renewal of membership, and its decision is final and it shall not be required to state a reason for such rejection.
- d. Every applicant for membership shall complete the Association's forms which shall include an agreement that if admitted they shall abide by the Constitution and at all times act strictly within the law of the West Australian Adoption Act 1994 (WA) and the Associations Incorporation Act 1987 (WA).

5. BOARD OF MANAGEMENT AND BOARD OF MANAGEMENT MEETINGS

- a. The Board of Management shall consist of a Chairperson, Vice-Chairperson, Secretary, Treasurer and as many other Board of Management members as it deems necessary.
- b. An employee of the Association can at no time be elected to the Board of Management.
- c. At any time not less than half of the members of the Board of Management shall have direct involvement with adoption or family separation.
- d. A Board of Management meeting for the purpose of administration shall be held monthly during at least four months of each year.
- e. One half of the members shall constitute a quorum for the Board of Management meeting, one of which must be the Chairperson, Secretary or Treasurer.

6. ELECTION OF BOARD OF MANAGEMENT

- a. Members are elected to office for a period of two years.
- b. An election of Board of Management members shall be conducted each year at the Annual General Meeting.
- c. Each Board of Management member shall be elected for a two year term at the Annual General Meeting and hold office from the Annual General Meeting of their election for the following two years. At each Annual General Meeting half the Board of Management will either step down or renominate for a further two year term.
- d. All nominations shall be in writing and recorded in the Nominations Record Book. Nominations shall be signed by the nominee, proposer and seconder and received by the Secretary prior to the commencement of the Annual General Meeting at which the election is to take place.
- e. Verbal nominations shall be accepted during the election but only when insufficient nominations are presented in the Nominations Record Book and after those names appearing therein are declared elected.
- f. Elections shall be by a show of hands of members present, or by proxy vote. A secret ballot may be conducted where considered necessary by a two-thirds majority of members present.
- g. In the event of a secret ballot being held, the members present shall nominate and elect two Returning Officers whose duty it is to count the votes, declare only the name of the elected officer, treat the count as confidential and when all is finished, destroy the evidence.
- h. A 'first vote' only is to be credited to the nominee, and in the event of a tie, the members present, or represented by proxy, shall vote again but only on the nomination involved in the tie.
- i. Only a full member may serve on the Board of Management. Affiliate members may not serve on the Board of Management.

- j. The makeup of the Board must at all times have a majority of members with a personal involvement in adoption or family separation.

7. VACANCIES

- a. Vacancies on the Board of Management occurring between annual elections shall be filled by the Board of Management appointing a member to the office. Any such appointments must be ratified at the next General Meeting.
- b. Any member elected to fill such vacancies shall retire at the time the member they replace was due to retire.
- c. Any Board of Management member who is absent for three consecutive Board of Management meetings without advising the Board of Management may be replaced by the Board of Management appointing another member to that position.

8. SUBCOMMITTEES

- a. Subcommittees may be appointed to assist the Board of Management in the discharge of its function and to invite any person other than a Board of Management member to attend meetings of the subcommittee, who might be able to assist the subcommittee, but any person so invited shall not have a vote at such meetings.
- b. Every committee so appointed shall:
 - i. Elect its Chairperson.
 - ii. Make full reports to the Board of Management in order to have all decisions ratified before they are put into action.

9. APPOINTMENTS

- a. All positions on the Board of Management or any subcommittee of the Board of Management shall be in an honorary capacity.
- b. Immediately following election or appointment to the Board of Management or any subcommittee, each member shall publicly declare that they will treat as highly confidential all matters with which they are entrusted.

10. FEES

- a. Fees for membership of the Association or for services rendered by the Association shall be determined by the Board of Management.
- b. Fees for membership of the Association or for services rendered by the Association may be waived in whole or in part on compassionate or other any other grounds as determined by the Board of Management.

11. FINANCE

- a. The financial year of the Association shall commence in 1 July and close on 30 June each year.
- b. The income and property of the Association whensoever derived shall be applied solely towards the promotion of its objectives as set forth in this Constitution and no portion thereof shall be paid or transferred directly or indirectly by way of dividend, bonus or otherwise howsoever to its members provided that nothing herein shall prevent the payment in good faith of remuneration to any servant of the Association for services actively rendered to the Association.

- c. The Board of Management is empowered to strike a levy or determine any additional charges it may deem necessary for the satisfactory administration of the Association.
- d. At each Annual General Meeting the Treasurer shall present an audited Balance Sheet and Statement of Income and Expenditure as at 30th June.

12. GENERAL MEETINGS

- a. The Annual General Meeting shall be held during September each year, or in any event, within four months after the end of the Association's financial year.
- b. General Meetings (other than the Annual General Meeting) shall be held for the purpose of furthering the objectives of the Association as and when determined by the Board of Management.
- c. General Meetings may be called by the Chairperson.
- d. The rules of parliamentary debate shall apply at all formal meetings.
- e. In the absence of both Chairperson and Vice-Chairperson, another Board of Management member shall preside over the meeting.
- f. In addition to the Annual General Meeting and any General Meeting called by the Chairperson, the Secretary shall, within seven days of receipt of written request signed by three members, convene a General Meeting and give members at least seven days' notice, but not more than 14 days' notice of such meeting. The day after posting shall be counted as the first day of notice.
- g. Five members shall constitute a quorum for an Annual General Meeting or other General Meeting.

13. ALTERATION TO THE CONSTITUTION

- a. This Constitution may be altered by three-fourths (75%) majority vote of those members entitled to vote who are present or provide a proxy vote, at the Annual General Meeting, or at a General Meeting called for the purpose of altering this Constitution.
- b. Written notice of motion must be received by the Secretary at least 28 days before such meeting.
- c. Upon receipt of notice of motion the Secretary shall cause notice of motion to be given to members at least 14 days prior to the date of meeting. The day after posting shall be counted as the first day of notice.
- d. The Commissioner for Consumer Protection will be advised of any changes to the Constitution.

14. BY-LAWS

The Board of Management may resolve to make new or alter existing By-Laws for the Association provided such By-Laws are consistent with this Constitution.

15. DISSOLUTION

- a. The Association may be dissolved or wound up by a vote of a three-fourths (75%) majority of members entitled to vote who are present and voting at the Annual General Meeting, or other General Meeting of the Association convened for that purpose.

- b. If upon the winding up or dissolution of the Association there remains after satisfaction of all its debts and liabilities, any property whatsoever, the same must not be paid to or distributed among the Association's members or former members. The surplus property must be given or transferred to another association incorporated under the Associations Incorporation Act 1987 (WA) which has similar objectives and which is not carried out for the purposes of profit or gain to its individual members, and which association shall be determined by resolution of the Association's members.
- c. Based on the requirements in Clause 15(b) the recipient association, institution, body or object shall be determined by resolution of the general meeting concerned, on a simple majority or in default of such resolution, by a Judge of the Supreme Court of WA.
- d. Notice of dissolution of the Association will be given to the Commissioner for Consumer Protection.
- e. After dissolution, all personal records shall where possible be returned to the member to whom they refer and where this is not practicable, they shall be destroyed.

16. MEMBERS ACCESS TO RECORDS

Members of the Association may, on reasonable notice to the Secretary, inspect the accounts, minutes and records of the Association by appointment with the Secretary but nothing in this clause shall enable any member to demand or require access to the individual confidential records of members or their associates or affiliates where such information would be deemed to be confidential information under the relevant legislation of any State or the Commonwealth of Australia.

17. BOARD OF MANAGEMENT ROLES

In addition to attending Board of Management meetings, the duties of the Board of Management are -

CHAIRPERSON

- a. To preside at all activities of the Association with the exception of subcommittees where another Chairperson shall be elected.
- b. The Chairperson, without voting rights, may attend subcommittee meetings in an ex-officio capacity.
- c. The Chairperson shall be responsible for coordinating the duties of the Board of Management and promoting public relations.

VICE-CHAIRPERSON

- a. In the absence of the Chairperson to accept duties of that position.
- b. Act as host/hostess and receive members and guests at all General Meetings, ensuring that guests meet the Chairperson and as many of the Board of Management as possible.
- c. Assist the Chairperson whenever requested.

TREASURER

To meet the requirements of Clause 11.

SECRETARY

- a. To perform the accepted duties of a Secretary by attending to Notices of Meetings, correspondence, and recording of minutes of meetings.
- b. To prepare, in conjunction with the Chairperson, an agenda for all meetings.

18. AUDITOR

- a. A qualified auditor for the ensuing year shall be appointed by the members present at the Annual General Meeting.
- b. The Auditor cannot be a member of the Association and may be reappointed from year to year but is not expected to accept the appointment in an honorary capacity.

19. VOTING

- a. Only full members have voting rights under this Constitution. An affiliate member is not entitled to vote with respect to the affairs of the Association.
- b. Voting on any motion shall be by a show of hands or secret ballot if requested. Each member shall be entitled to one vote only.
- c. A member who has attended three meetings within the previous twelve months may appoint a proxy for the purpose of casting a vote.
- d. The authority appointing such proxy must be in writing, be signed by the absent member and be presented to the Chairperson or Vice-Chairperson before the meeting commences.
- e. The Chairperson or Vice-Chairperson shall inform the meeting prior to the vote being taken that such a proxy has been approved.
- f. The simple majority carries the vote for general meetings and Board of Management meetings where not otherwise determined by this Constitution.
- g. The Chairperson is granted a casting vote when such is required.
- h. The Chairperson may refrain from making the casting vote in which event the motion shall again be put at the next meeting of the same classification as the meeting at which the matter was not finalised. The motion shall be read to the next meeting but no further debate is permitted.



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