

WESTERN AUSTRALIAN COUNCIL  
OF SOCIAL SERVICE



wacoss

WA COUNCIL *of*  
SOCIAL SERVICE

*Ways to make  
a difference*

NOMINATION PACK

for

WACOSS BOARD ELECTIONS  
2018

**NOTICE OF CALL FOR NOMINATIONS  
TO THE WACOSS BOARD**

**Nominations Close 5.00pm on Friday 5 October 2018**



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In line with the WACOSS Constitution, I hereby call for nominations for the following positions to the WACOSS Board:

- Three (3) Ordinary Members

Elections for these positions will be by way of postal ballot on an approved Ballot Form.

In accordance with Clause 15.3 of the WACOSS Constitution, only Social Service Individual Members, Honorary Life Members or an Authorised Representative of a Social Service Organisation Member are eligible for election to the Board.

In accordance with Clause 12.3 only members who have paid their subscription six weeks prior to any General Meeting shall be entitled to vote or hold office as a member of the Board. To be eligible to vote or nominate for the Board at the scheduled AGM, membership must have been paid on or before 14 September 2018.

The Council is seeking nominees who have a commitment to the vision and strategic directions of WACOSS, along with expertise such as governance, strategy, social policy, organisational development and Aboriginal issues. The key functions and responsibilities of the Board as contained in the WACOSS Constitution are included in this nomination pack for your information.

As members are elected to the Board, membership is not transferable. All positions hold a two year term of office.

It is expected that elected Board members will be able to allocate a minimum of three hours for eight monthly Board meetings per annum, as well as occasional additional Board, Board Committees and Working Group meetings. WACOSS provides some financial support for regionally based members to attend meetings. The current Board meets on the last Friday of the month from 8.30am - 11.30am at various metropolitan venues.

Nominations with the appropriate background information must be electronically lodged with Steve Crotty – Director, Corporate Services and Events at [steve@wacoss.org.au](mailto:steve@wacoss.org.au) no later than **5.00pm on Friday 5 October 2018**.

We look forward to working with our membership with what promises to be another exciting year as WACOSS continues to advocate for social change to improve the wellbeing of Western Australians, and to strengthen the community services sector that supports them.

Yours sincerely,

A handwritten signature in black ink that reads 'L. Giolitto'.

**Louise Giolitto**  
**Chief Executive Officer**

## CURRENT BOARD MEMBER STATUS

### Board Members completing their term of appointment eligible for election at AGM

Amanda Hunt (UnitingCare West)	Ordinary Board Member
Fiona White-Hartig (Regional Development Australia Pilbara)	Ordinary Board Member

### Board Members appointed at AGM 2017 (entering the second year of their term)

Debra Zanella (Ruah)	President
Mark Fitzpatrick (Telethon Speech and Hearing)	Vice President
Ashley Reid (Cancer Council WA)	Ordinary Board Member
Juan Larranaga (Save The Children)	Ordinary Board Member
Jennifer O'Mullane (Local Drug Action Groups Inc)	Ordinary Board Member
Michael Piu (St Patrick's Community Support Centre)	Ordinary Board Member
Paul McMullan (Outcare)	Ordinary Board Member
Dawn Wallam (Yorganop)	Ordinary Board member

### Retiring Board Members (not eligible for re-election after serving six consecutive years)

Justine Colyer (Rise Network Inc)	Ordinary Board Member
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### Positions Vacant

Three (3) Ordinary Members

## RELEVANT CLAUSES OF WACOSS CONSTITUTION

(Please refer to the WACOSS website should you wish to download a full copy of the constitution)



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### **PART IV - BOARD AND CHIEF EXECUTIVE OFFICER**

#### **15. BOARD**

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##### **15.1 GENERAL RESPONSIBILITIES OF THE BOARD**

The Board is the governing body of the Council and is responsible for:

- a. attaining of the Objects; and
- b. the formulation and determination of policy; and
- c. the general organisation and direction of the Council; and
- d. representation of the interests of the Members and their client groups;

provided that it's primary function is to determine matters of principle and of policy, and not to take part in matters of detailed day to day management of the Council.

##### **15.2 FUNCTIONS OF THE BOARD**

The specific functions of the Board include but are not limited to:

- a. determining, subject to, and/or in accordance with, the constituent documents of the Council, the broad nature of the business or activities in which the Council is to engage including:
  - (i) formulation and adoption of new policies;
  - (ii) termination of existing policy;
  - (iii) dealing with constitutional matters;
  - (iv) holding periodic meetings to control the affairs of the Council;
  - (v) reporting to each Annual General Meeting;
- b. establishing policy and planning for the future of the Council within the Objects, including:
  - (i) determining and overseeing policy direction;
  - (ii) formulating and monitoring the achievement of the mission and Objects;
  - (iii) planning for the future; and
  - (iv) authorising the Council's corporate plans, funding application documents and ensure that funding contracts are fulfilled.
- c. providing the organisational structure and resources, including human resources, necessary for the purpose of carrying on the Council's office activities, including:
  - (i) appointing a Chief Executive Officer to run the Council and to operate as the management arm of the Board;
  - (ii) obtaining financial resources and approving and monitoring budgets, including joining fees and annual fees;
  - (iii) approving the purchase and/or sale of all major capital items and assets in accordance with the procedures manual;
  - (iv) undertaking organisational planning and approving a structure to support the operations of the Council's office and its staff;
  - (v) ensuring that the Council's assets and those held in trust for other individuals and organisations are properly looked after;
  - (vi) entering into contractual arrangements;
  - (vii) maintaining and managing the effective operations of the Board itself;
  - (viii) recruiting potential Members and maintaining the good relationships among Members; and

- (ix) exercising all discretions and powers authorised by this Constitution.
- d. monitoring and evaluating the performance of the Council's office, including the Chief Executive Officer including:
  - (i) supporting, resourcing and monitoring the actions of the Chief Executive Officer;
  - (ii) overseeing the efficiency, effectiveness and standards of the Council's office; and
  - (iii) determining the broad employment policies and principles for staff;
- e. complying with the legal obligations of the Act and other relevant acts and common law;
- f. ensuring that reports to Members, governments and other relevant bodies are provided as required on an accurate and timely basis; and
- g. making, altering and rescinding rules for the Council from time to time.

### **15.3 COMPOSITION OF THE BOARD**

The Board will consist of:-

- a. the President; and
- b. the Vice-President; and
- c. nine Ordinary Board Members who must be either:
  - (i) Social Service Individual Members; or
  - (ii) Honorary Life Members; or
  - (iii) the Authorised Representative of a Social Service Organisation Member.

### **15.4 ELECTION OF BOARD MEMBERS**

- (a) The President, Vice President and Ordinary Board Members will be elected biannually at the Annual General Meeting and will hold office until the Annual General Meeting, two years later.
- (b) At each Annual General Meeting any Ordinary Board Members commencing in office at the Annual General Meeting two (2) years prior and before the Annual General Meeting in the one (1) year prior shall resign and the members shall elect the same number of Ordinary Board Members to the Board so as to fill all vacancies.
- (c) Nominations for election for the position of Board Member shall be in writing, signed by two Members and they shall contain the written consent of the nominee.
- (d) Nominations for the position of Board Member shall reach the Chief Executive Officer not less than twenty-one days before the Annual General Meeting.
- (e) The Chief Executive Officer shall include a list of nominations for the position of Board Member with each notice of the Annual General Meeting, plus a brief resume of each nominee and an approved voting form for election of the Board Members.
- (f) Subject to clause 15.4(d), any Board Member is eligible for re-election.
- (g) No elected Board Member shall hold office for longer than six consecutive years, unless the provisions of clause 15.4(h) applies.
- (h) Where an elected Board Member:
  - (i) Holds the office of President or Vice-President, and has held that office for two consecutive years or less; and
  - (ii) Has served, or as a result of being re-elected, would serve, as an elected Board Member for six consecutive years or more;

then that Board Member may hold office for a total period no longer than ten consecutive years (counting all service as an Ordinary Board Member, Vice-President or President).

### **15.5 CASUAL VACANCIES**

Any vacancy occurring in any office of the Board between General Meetings may be filled by the Board from eligible persons and the Board Member will hold office for the remainder of his or her predecessor's term of office.

## 15.6 ADDITIONAL BOARD MEMBERS

In addition to the Board members specified in clause 15.3 and elected in accordance with clause 15.4, the Board may appoint up to two Additional Board Members provided that each of the Additional Board Members:

- a. shall have particular skills or expertise that are required by the Board; and
- b. shall be appointed for a term not exceeding twelve months; and
- c. shall not be appointed within one month following the declaration of the outcome of the Board election under clause 15.4.

## 15.7 BOARD MEETINGS

- a. The Board shall meet at least seven times in each calendar year or such greater or lesser amount as is determined by the Board from time to time.
- b. A Board Meeting may be convened by:
  - (i) the President; or
  - (ii) not less than six Board Members.
- c. All Board Members shall be notified in writing as soon as is reasonably possible before the date set for a Board Meeting.
- d. Notice of a Board Meeting shall specify the nature of the business to be transacted at the Board Meeting, except business which the Board Members present at the meeting unanimously agree to treat as urgent business.
- e. The President will act as chairperson of every Board Meeting but if he or she is unable to act, then the Vice President will act as chairperson but if he or she is unable to act then the Board will elect a chairperson.
- f. A Board Meeting may be conducted by teleconference.

## 15.8 QUORUM AT BOARD MEETING

Six Board Members will constitute a quorum at a Board Meeting.

## 15.9 RESOLUTIONS IN WRITING

Any resolution agreed to in writing by not less than eight Board Members shall have the same effect as and be deemed to be a resolution passed by the Board. Agreement in writing to any such resolution may be transmitted by facsimile or by electronic mail.

## DEFINITIONS AND INTERPRETATIONS

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### Definitions

In this Constitution, unless a contrary intention appears:

**'Act'** means the Associations Incorporation Act 1987, (Western Australia) or any statutory modification, amendment or re-enactment thereof;

**'Additional Board Member'** means a member of the Board appointed under clause 15.6;

**'Annual General Meeting'** means a meeting of the Members called pursuant to clause 21;

**'Associate Individual Member'** means a Member that is a natural person who is not employed by a Social Service Organisation;

**'Associate Organisation Member'** means a Member that is a body (whether incorporated or unincorporated) that is not a Social Service Organisation;

**'Associate Member'** means:

an Associate Individual Member; and

an Associate Organisation Member;

**'Authorised Representative'** means in respect of an Organisation Member a person that is authorised by that Organisation Member and is:

- (a) a member of the Organisation Member's board, committee, council or governing body; or
- (b) an employee of the Organisation Member;
- (c) a member of the Organisation Member; or
- (d) a person that provides voluntary services to the Organisation Member;

**'Board'** means the governing committee of the Council established under and referred to in clause 15;

**'Board Meeting'** means a meeting of Board Members;

**'Board Member'** means a member of the Board;

**'Chief Executive Officer'** means the person appointed as Chief Executive Officer pursuant to clause 20.1;

**'Council'** means the Western Australian Council of Social Service Inc;

**'General Meeting'** means a meeting of the Members called pursuant to clause 22.1;

**'Honorary Life Member'** means a Member that is a person appointed by the Board as an Honorary Life Member on account of that person's outstanding service to the community or other special qualifications recognised by the Board;

**'Individual Member'** means a Member that is an:

- (a) Associate Individual Member; or
- (b) Social Service Individual Member;

**'Member'** means any member of the Council as defined in clause 6;

**'Month'** means calendar month;

**'Objects'** mean the objects of the Council set out in clause 3 as amended from time to time;

**'Ordinary Board Member'** means a Board Member who is not the President or Vice-President;

**'Organisation Member'** means a Member that is a:

- (a) Social Service Organisation; or

(b) Associate Organisation Member;

**'President'** means the President of the Council and Chair of the Board;

**'Register'** means the register of Members kept pursuant to the Constitution;

**'Social Service Individual Member'** means a Member that is a natural person who is employed by or affiliated with a Social Service Organisation;

**'Social Service Organisation'** means a non-government society, association, board, service fund or other body whether incorporated or unincorporated which is engaged in some form of social service;

**'Social Service Organisation Member'** means a Member who is a Social Service Organisation;

**'Special General Meeting'** means a meeting of the Members called pursuant to clause 22.2.

**'Special Resolution'** means a resolution passed by a majority of not less than three-fourths of the members of the Council who are entitled under the Constitution to vote in person or by proxy at a general meeting of which notice specifying the intention to propose the resolution as a special resolution is given in accordance with this Constitution;

**'Vice-President'** means the Vice-President of the Council and member of the Board.