

# **The Petroleum Women's Club of Perth Inc. Constitution**

Updated to comply with Associations Act 2015  
Amended 4<sup>th</sup> November 2025

# PWP Constitution

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## 1. NAME

The Association shall be known as The Petroleum Women’s Club of Perth Inc. or **PWP** (the Association).

## 2. DEFINITIONS (Alphabetically)

In these rules: -

Phrase	Meaning
“the Act”	The Associations Incorporation Act 2015
“AGM”	The Annual General Meeting of the Association in accordance with Clause 13
“Associate Member”	a Member who is invited by a Full Member to participate in the activities of the Association but who is not entitled to be a Full Member.
“Board”	the committee of management
“Board Year”	The tenure of a Board is from AGM to AGM
“Club Year”	1 July to 30 June
“Overseas Member”	a Member who is entitled to be a Full Member except that her principal place of residence is not within Australia
“delivered”	Written notices and other documents may be sent electronically or via post
Associated within the Energy, Resources or other Professional Sectors	the primary business of the Member or her partner, through her/his technical, financial or academic expertise and practice, is directly concerned in the Energy, Resources or other Professional Sectors.
“Financial Year”	1 July to 30 June
“Full Member”	a Member who satisfies the criteria set out in Clause 5.9 of this Constitution
“Member”	any Member of the Association
“Ordinary Resolution”	any resolution other than a Special Resolution
“Payment Date”	within 45 days of the beginning of each Financial Year, or by such date as the Board may define.
“Special Resolution”	is required for changes to the Constitution and may be used for other important votes

## 3. OBJECTIVES

The objectives of the Association are to promote friendship and understanding among the women associated within the Energy, Resources or other Professional Sectors, and to this end, to encourage Members to participate in the Association’s social, recreational, cultural and welfare activities.

## 4. POWERS OF THE ASSOCIATION

4.1. To do all such things as are necessary, incidental or conclusive to the attainment of the

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Objectives.

- 4.2. The income and property of the Association shall be applied solely towards the promotion of the Objectives of the Association. No portion of the income or property shall be paid, transferred or distributed, directly or indirectly to the Members, although nothing prevents payment to any person in return for services rendered to the Association.

## 5. MEMBERSHIP

- 5.1. A Member may be a Full Member, Overseas Member or Associate Member.
- 5.2. An Overseas Member has all the rights and privileges of a Full Member excluding the right to vote and will not be included in the count of Full Members.
- 5.3. Eligibility to become or remain a Member shall be at the discretion of the Board. Membership applications may be assessed and decided upon by the Board in person, by telephone, by email or any method the Board determines.
- 5.4. Membership commences when the application is approved by the Board and all fees are paid.
- 5.5. The number of Full Members and Overseas Members is unlimited.
- 5.6. The number of Associate Members is limited to thirty percent of the total number of financial Full Members at the end of the previous Club Year or, at the discretion of the Board, thirty percent of current, financial Full Members.
- 5.7. A Full Member who becomes ineligible to remain a Full Member shall always be eligible to be an Associate Member.
- 5.8. The Board will consider applications for Associate Membership in the order that they are received by the Third Vice President and when they are in compliance with Clause 5.5.
- 5.9. An Associate Member becomes ineligible to remain an Associate Member if she attends less than four General Meetings in a Club Year.
- 5.10. Full Membership shall be open to any woman provided:
- a)
    - i) she or her partner is engaged in the Energy, Resources or other Professional Sectors or
    - ii) she or her partner has retired to Australia from the Energy, Resources or other Professional Sectors-or
    - iii) she is the partner of a man who, prior to his death was employed in the Energy, Resources or other Professional Sector-or
    - iv) she has been an Associate Member in good standing for at least 5 years and
  - b) her current principal place of residence is within Australia, and
  - c) she pays her Membership fee in accordance with Clause 6.4.
  - d) Any Member returning after a Membership hiatus will be eligible to return at her previous status i.e. Full, Overseas or Associate Member
- 5.11. A Full Member shall be eligible to remain a Full Member if:
- a)
    - i) she or her partner retires from the Energy, Resources or other Professional Sectors or
    - ii) she is widowed; or
    - iii) she is divorced; or
    - iv) her partner ceases to be employed in the Energy, Resources or other Professional Sectors and takes up employment outside the Energy, Resources or other Professional Sectors, provided she has been a Full Member in good standing for a consecutive period of at least twelve months from the date of her joining; and
  - b) she pays or has paid her Membership fee in accordance with Clause 6.4;
  - c) her principal place of residence continues to be within Australia.

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- 5.12. An Overseas Member shall be eligible to be reinstated as a Full Member if
- i) her principal place of residence is within Australia and
  - ii) she fulfills the requirements of Clause 5.9 and
  - iii) she pays or has paid her Membership fee in accordance with Clause 6.4;
- 5.13. A Member may resign by giving notice in writing to the Third Vice President.
- 5.14. A copy of this constitution must be provided to every new Member.

## 6. FINANCE

- 6.1. The Association's operating expenses shall be met by:
- a) the Membership fees and other fees paid by Members; and
  - b) any other source from which it is determined by the Board to derive income.
- 6.2. Any two of the following must sign or electronically authorize withdrawals from the bank; President, Secretary, 1<sup>st</sup> Vice President or Treasurer.
- 6.3. The Members shall from time to time at a General Meeting determine the amount of Membership, application and late fees to be paid by each Full Member, Overseas Member and Associate Member.
- 6.4. Each Member must pay her annual Membership fee to the Association by the Payment date. After this date a late payment fee will be levied.
- 6.5. Payment of a late fee and full Membership fees prior to the start of the AGM will ensure continued membership. After the AGM, Members will have to rejoin and their Membership joining date will be reset to the new date of joining. Members may make a request in writing to the Board to allow them to retain their original date of joining detailing extenuating circumstances in relation to their late payment and the Board has discretion to allow the retention of the original date of joining.
6. There shall be a non-refundable application fee levied on prospective Members on submission of their initial application.
7. New Members joining after 1 January will pay 50% of the annual Membership fee.

## 7. CONSTITUTION OF THE BOARD

1. The management of the Association shall vest in a Board consisting of the following officers:
- |                       |                 |
|-----------------------|-----------------|
| President             | Secretary       |
| First Vice President  | Treasurer       |
| Second Vice President | Parliamentarian |
| Third Vice President  | Member At Large |
2. All Board Members must be eligible under Sections 39 & 40 of the Act.
3. All officers must be Full or Associate Members.
4. One Associate Member may be elected to the Board may serve in any position except President.
5. The term of office of the Board shall be from AGM to AGM of the following year.
6. At least 50 percent of the Members of the Board, or their partners, must be currently or have previously been engaged in the Energy , Resource or Other Professional Sectors.
7. Either the President herself, or her partner, must have a current or past connection to the Energy, Resources or other Professional Sectors.
8. The Parliamentarian must be a past President or a previous Board Member.
9. The Member at Large must preferably be a former Board Member.
10. All Officers may be re-elected, but no Officer may serve more than two consecutive terms in the same office or three consecutive terms in any variety of offices, although she is eligible to serve the Association again on future Boards.

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## 8. ELECTION OF MEMBERS OF THE BOARD

- 8.1. The Board shall elect and instruct a Nominating Committee of 5 Members at least four months before the AGM, one of whom shall be a Member of the Board other than the President. This Board Member shall act as Chairwoman on the Nominating Committee and report to the Board as necessary.
- 8.2. All nominees must give their consent to the Nominating Committee before being added to the list of nominees.
- 8.3. Should a Member of the Nominating Committee be proposed for office she must tender her resignation to the Nominating Committee.
- 8.4. The report of the Nominating Committee shall be published in the newsletter one month preceding the AGM.
  
- 8.5. At the General Meeting one month prior to the AGM, nominations for a position on the Board by eligible Full and Associate Members may be received from the floor subject to Section 7.
- 8.6. Should any nominations be received from the floor, the Secretary shall deliver ballot papers for each contested position to all eligible Full Members. The ballot shall be conducted at the AGM. Eligible Full Members who vote prior to the AGM, must ensure their vote is received by the Secretary no later than 1 day prior to the AGM and cannot also vote in person at the AGM. Each contested position shall be filled by the candidate with the highest number of votes.
- 8.7. The new Board shall take up their positions at the end of the AGM.

## 9. DUTIES OF THE BOARD AND ITS OFFICERS

- 9.1. The duties of the Board include the administration, organization and supervision of the activities of the Association and the control of matters affecting its day to day administration.
- 9.2. The President shall
  - a) represent the Association in its dealings with non-Members
  - b) act as Chairperson at all meetings. In her absence meetings shall be chaired by the Member at Large or another Board Member nominated by the President or failing that, the Board shall elect a Chairperson at the meeting.
- 9.3. The First Vice President shall
  - a) act as Activities Chairperson who organizes a variety of Club activities;
  - b) be permitted to convene a sub-committee to assist the First Vice President
  - c) report to the Board on proposed and completed activities;
  - d) assist the President
- 9.4. The Second Vice President shall
  - a) act as Programme Chairperson who organizes General Meeting venues, catering and speakers, educational and cultural programmes or entertainment;
  - b) be permitted to convene a sub-committee to assist the Second Vice President
  - c) report to the Board on proposed and completed meetings;
  - d) assist the President.
- 9.5. The Third Vice President shall
  - a) act as Membership Chairperson who welcomes new Members to the club; maintains the Membership database; produces the Membership directory;
  - b) report to the Board on all Membership matters;
  - c) assist the President
  - d) assist the Treasurer to collect fees associated with Membership;
  - e) comply on behalf of the Association with Section 53 of the Act in respect of the register of Members.

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- 9.6. The Secretary shall
- a) assist the President;
  - b) manage correspondence;
  - c) keep all non-financial records of the Association;
  - d) keep minutes of all the meetings of the Association in accordance with Clause 14.1;
  - e) comply on behalf of the Association with
    - i) Section 35 of the Act in respect of inspection by Members of the Rules of the Association;
    - ii) Section 58 of the Act in respect of keeping a record of office holders.
- 9.7. The Treasurer shall
- a) receive and disburse all monies on behalf of the Association and keep an account of all monetary transactions;
  - b) deposit all monies in a bank nominated by the Board;
  - c) control petty cash, cash advances and cash floats;
  - d) have custody of all securities, books and documents of a financial nature and accounting records of the Association;
  - e) submit a report, balance sheet or other financial statement to the Board at every Board meeting and have a financial statement available at all General meetings.
  - f) have all financial records pertaining to the Financial Year of her Board service ready for inspection by the Association's Internal Auditors by 15th July.
  - g) comply on behalf of the Association with Sections 66 and 68 of the Act in respect of the accounting records of the Association.
- 9.8. The Parliamentarian shall
- a) provide advice on the Constitution, points of meeting procedure and voting procedures;
  - b) assist the President.
- 9.9. The Board Member at Large shall
- a) assume any position as necessary;
  - b) assist the President.
- 9.10. Each Officer may, in addition to her defined duties, perform such other duties as the Board determines.
- 9.11. Board Members must attend all General and Board Meetings or formally tender apologies to the Chair.
- 9.12. Committees may be appointed as required.

## 10. CASUAL VACANCIES ON THE BOARD

- 10.1. A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:
- a) dies; or
  - b) resigns; or
  - c) is convicted of an offence under the Act; or
  - d) is permanently incapacitated by mental or physical ill health; or
  - e) is absent from
    - i) three consecutive Board meetings;
    - ii) any three General or Board meetings in the same Financial Year, of which she has received notice, without tendering an apology to the Chairperson of each of those meetings, or
    - iii) ceases to be a Member.
- 10.2. If a casual vacancy occurs on the Membership of the Board then (subject to Section 7) The Board may appoint a Full or Associate Member to fill that vacancy. A Member so appointed shall hold office for the balance of the unexpired term of office.

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## 11. BOARD MEETINGS

- 11.1. The Board shall meet regularly, approximately once a month. The President may at any time convene a meeting of the Board.
- 11.2. When not reasonably practical for Board Members to attend a meeting in person, that meeting may be held using any means of audio or audio-visual communication whereby each participating Board Member can hear and be heard by each other participant. That Board Member is considered to be present at the meeting, which shall be treated as taking place at the location of the President or other Chairperson.
- 11.3. Any Board Member who wishes to place an item of Club business on the agenda of a Board Meeting may do so by giving notice in writing to the President or Secretary prior to the Board Meeting.
- 11.4. Fifty percent of Board Members must be present at a Board Meeting for the proceedings to be valid.
- 11.5. Each Board Member has a deliberative vote. No proxy votes are permitted.
- 11.6. A question arising at a Board meeting shall be decided by a majority of votes. If there is an equality of votes the Chairperson has a casting vote in addition to her deliberative vote.
  
- 11.7. A Board Member must:
  - a) disclose an interest whether direct or indirect in a contract or proposed contract made, or being considered, by the Board;
  - b) not vote in respect of any contract or proposed contract with the Club in which the Member has an interest or on any matter arising from that;
- 11.8. Any disclosure made under Clause 11.7 is to be entered in the minutes of the meeting at which it was made.

## 12. GENERAL MEETINGS

- 12.1. A General Meeting of the Members shall be held on the second Thursday of each month, unless otherwise determined by the Board.
- 12.2. Notice of General Meetings must be delivered to all Members not less than ten days before the meeting.
- 12.3. Any Member who wishes to place an item of club business on the agenda of a General Meeting may do so by giving notice in writing to the Secretary not less than seven days before the General Meeting.
- 12.4. A quorum of ten percent of Full Members must be present at a General Meeting for its proceedings to be valid. If there is not a quorum, all resolutions must be deferred until the next General Meeting. Full Members present at that meeting shall be deemed to constitute a quorum and may make Ordinary Resolutions.
- 12.5. If a General Meeting is convened for the purpose of a Special Resolution the quorum Requirements for an Annual General Meeting apply. If there is not a quorum, the meeting must be adjourned to the same day two weeks later at a time and venue to be determined by the meeting. Notice of the time and venue must be delivered to all Full Members. Full Members present at the adjourned meeting shall be deemed to constitute a quorum and may make ordinary or special resolutions.
- 12.6. A minimum of 20% of Full Members may request a General Meeting to be convened at any time. The request must be in writing and must state the purpose of the Meeting and must contain the signatures of the Members making the request. The Board must convene the meeting within 28 days of receipt of a properly constituted request.

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## 13. ANNUAL GENERAL MEETINGS (AGM)

- 13.1. The Annual General Meeting of Members shall be held in every calendar year within four months of the end of the Financial Year.
- 13.2. The ordinary business of the AGM is to present, on behalf of the previous year's Board, the report of the previous year's financial standing, and to install the new board.
- 13.3. Notice of the Annual General Meeting must be delivered to all Members not less than ten days before the meeting.
- 13.4. Any Member who wishes to place an item of Club business on the agenda of an AGM may do so by giving notice in writing to the Secretary not less than seven days before the AGM.
- 13.5. A quorum of ten percent of Full Members, made up of those present in person or whose votes have been received by the Secretary, must be present for Ordinary Resolutions to be made.
- 13.6. A quorum of twenty percent of Full Members, made up of those present in person or whose votes have been received by the Secretary according to Clause 15.4, must be present for Special Resolutions to be made.
- 13.7. If there is not a quorum, the AGM must be adjourned to the same day two weeks later at a time and venue to be determined by the meeting. Notice of the time and venue must be delivered to all Full Members. Full Members present at the adjourned meeting shall be deemed to constitute a quorum and may make ordinary or special resolutions.

## 14. MINUTES OF MEETINGS

- 14.1. The Secretary must cause proper minutes of proceedings of all meetings of the Association to be taken and then to be entered within 30 days-after the holding of the meeting in the records of the club.
- 14.2. The President must ensure that the minutes of a meeting are checked and signed as correct by the Chairperson of the meeting to which the minutes relate.
- 14.3. When the minutes have been entered and signed as correct, they shall be evidence that:
  - a) the meeting was duly convened and held; and that
  - b) all proceedings recorded as having taken place at the meeting did in fact take place; and that
  - c) all appointments or elections purporting to have been made at the meeting have been validly made.

## 15. VOTING RIGHTS AND PROCEDURES OF FULL MEMBERS AT GENERAL MEETINGS AND ANNUAL GENERAL MEETINGS

- 15.1. Each Full Member present in person at a Meeting is entitled to a deliberative vote.
- 15.2. An Ordinary Resolution put to the vote may be decided by a majority of votes cast on a show of hands.
- 15.3. A Special Resolution put to the vote must be passed by a majority of not less than 75% of the votes cast in accordance with Section 51 of the Act.
- 15.4. In the case of a Special Resolution, a Full Member is entitled to cast a postal or electronic vote if she is unable to attend a meeting, provided the Secretary receives that postal or electronic vote no later than the day prior to the meeting.
- 15.5. If a poll is taken, declaration by the Chairperson of the result is evidence of the matter so declared.

## 16. DISPUTES

- 16.1. This rule applies to disputes that arise between Members or disputes with The Club.
- 16.2. The parties to a dispute must attempt to resolve the dispute themselves before involving the Board.
- 16.3. If the parties are unable to resolve the dispute, any party to the dispute may initiate a procedure

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under this rule by giving written notice to the Secretary of the parties to, and details of, the dispute.

- 16.4. The Secretary must convene a Board Meeting to determine the dispute within 28 days after receiving such notice of the dispute.
- 16.5. At the Board Meeting to determine the dispute, all parties to the dispute, including their representatives, must be given a full and fair opportunity to state their respective cases orally, in writing or both.
- 16.6. The Secretary must inform the parties to the dispute of the Board's decision and the reasons for the decision within 7 days after the Board Meeting referred to in rule 16.4
- 16.7. If any party to the dispute is dissatisfied with the decision of the Board, they may elect to have the matter decided by the Members at a General Meeting.
- 16.8. In this case, they must inform the Secretary of their dissatisfaction and request a General Meeting to resolve the dispute.
- 16.9. The Secretary must call a General Meeting to resolve the dispute within 28 days of receiving the request.
- 16.10. At that general meeting all parties, including their representatives, must be given a full and fair opportunity to state their respective cases.
- 16.11. The Members at that meeting will decide by simple majority vote on the form of resolution of the dispute
- 16.12. The Members decision at that meeting is final.

## **17. INSPECTION OF THE RECORDS OF THE ASSOCIATION**

- 17.1 A Member may at any time inspect the books, records and securities of the Association.
- 17.2 The Association does not have a Common Seal.

## **18. AUDIT**

Two Members who are not Members of the Board must be appointed to be internal auditors for each Financial Year, provided that no Member may be appointed for two consecutive Financial Years.

## **19. GUESTS**

A person who is not a Member may attend General Meetings as a guest if accompanied by a Member. A guest may not attend more than four meetings each Financial Year unless with the agreement of the President.

## **20. ALTERATION OF CONSTITUTION OR DISSOLUTION OF ASSOCIATION**

- a) This Constitution cannot be altered, or the Association dissolved except by Special Resolution of an Annual General Meeting or General Meeting convened for the purpose. Quorum and voting rules at such a meeting must be those of an Annual General Meeting (refer Clause 13).
- b) A minimum of ten days' notice of the details of any proposed amendments must be given to all Members.
- c) In the event of the Association's dissolution, all debts and liabilities legally incurred on behalf of the Association must be fully discharged and the remaining funds must be transferred to another similar Incorporated Association or an organization that holds a current licence under the Charitable Collections Act 1946.