



Westgate Health Co-operative Constitution review – Summary of key areas addressed

The below table sets out the amendments that have been made to Westgate Health Co-operative's Constitution for member consultation and feedback pre-AGM. Please note that all references to 'these rules' have been changed to 'this Constitution'.

Clause number	Changed text	Reasons for change
1	"Act" means the Co-operatives National Law (Victoria), an Annexure to the Co-operatives National Law Application Act 2013 (Vic).	Improved legal accuracy - The Co-operatives National Law (Victoria) is the substantial act, sections of which are referred to throughout the Constitution.
1	An active member of the co-operative will be expected to... respectfully engage with the co-operative through the use of and/or the support of the co-operative services.	'Active member' has been moved to the definitions section from Appendix 1, Part 2 of the Constitution. This definition has been slightly amended to clarify active member requirements.
7(6)	From time to time the Board may choose to grant membership at no charge to those individuals whose economic or other circumstances prevent them from meeting the usual fees.	This clause has been amended in order to provide greater flexibility to grant memberships at no charge.
9(f)	the board must declare membership of a member cancelled if the member has not been an active member of the co-operative for a period of one year...	This clause has been amended to reduce the active membership period from three years to one year, aligned to WHC's annual membership cycle and ensuring we maintain accurate and relevant member details. This change is also reflected in other amended clauses throughout the Constitution.
10(1)(c)	the member has acted in a manner contrary to any of the co-operative principles and in so acting caused the co-operative and/or its people harm.	This clause has been amended to emphasise the need for the people of Westgate Health Co-operative to be protected.

Clause number	Changed text	Reasons for change
10(2)	The member must be given at least 28 days written notice of the proposed resolution and of the date, time and place of the meeting of the board at which the resolution will be moved.	This clause has been amended to change the process from a general meeting to a board meeting as would occur in practice. Other sub-clauses of clause 10 have been amended to reflect this change (i.e. clause 10(4)). Note: same amendments apply to clause 11 re: suspension of members.
10(3)(b)	the member is entitled to procedural fairness	This clause has been amended to use less litigious language without altering the purpose and effect of the sub-clause. Note: same amendments apply to clause 11(3)(b)
26(9), (10)	A member not physically present at a general meeting may be permitted to participate in the meeting by the use of technology that allows that member and the members present at the meeting to clearly and simultaneously communicate with each other. A member participating in a general meeting as permitted under sub-clause (9) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.	This clause has been amended in order to allow for the use of technology at general meetings where members are not physically present. An example of where flexibility may be required is the current COVID-19 limitations on meeting in person.
30(1)	There shall be a board of between six (6) and nine (9) directors.	This clause has been amended to provide greater flexibility to Westgate Health Co-operative.
33(1)	Where an email address has been provided, notice is to be sent by email to members.	This clause has been amended in order to simplify the process of receiving a notice for Director nomination. There is no longer a need for a published notice in a newspaper, as members are being notified by email and a notice will be displayed at the reception desk of each clinic.

Clause number	Changed text	Reasons for change
39(6), (7)	<p>A board member who is not physically present at a board meeting may participate in the meeting by the use of technology that allows that board member and the board members present at the meeting to clearly and simultaneously communicate with each other.</p> <p>A board member participating in a board meeting as permitted under sub-clause (6) is taken to be present at the meeting and, if the member votes at the meeting, is taken to have voted in person.</p>	<p>This clause has been amended in order to allow for the use of technology at board meetings where members cannot be physically present.</p>
43	Changes in relation to the common seal.	<p>This clause has been amended to increase flexibility by making it optional for Westgate Health Co-operative to have a common seal.</p>
48(3)	A part of the surplus not exceeding 50% arising in any year from the business of the co-operative may be applied for charitable purposes at the board's discretion.	<p>This clause has been amended to clarify that any decisions regarding surplus are made by the board.</p>
Appendix 1, Part 2	Definition of active member	<p>The definition of an active member has been moved to the Definitions clause (clause 1) of the Constitution. Please note that other clauses that refer to this definition have been amended accordingly.</p>