

WEHI Members' Policy

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Review date:	Annually	Policy owner:	Board
Status:	Final	Approval authority:	Board
Policy Number:	PL82	Division/Professional Service:	Governance, Risk and Compliance

1. Purpose

The purpose of this policy is to provide a framework for the engagement of WEHI Members.

2. Scope

This Policy applies to the appointment and engagement of WEHI Members under the Constitution.

This policy should be read in conjunction with the WEHI Constitution which outlines the requirements for membership. Where inconsistencies exist between this policy and the Constitution, the Constitution prevails.

3. Definitions

Term	Definition
Member(s)/Membership	A WEHI Member is a Member under Clause 11 of the Constitution
ACNC	Australian Charity and Not-for-profit Commission
Constitution	Walter and Eliza Hall Institute of Medical Research Constitution dated 27 November 2021

4. Policy

4.1. Purpose of WEHI Members

WEHI Members fulfil a purpose determined by their role as members of a company limited by guarantee.

Members may support WEHI in other ways, but these are in addition to their roles and responsibilities as a member of a company limited by guarantee.

4.2. Appointment of Members

WEHI Members are appointed under clause 11a of the Constitution.

Except where expressly provided under clause 11 (a)(i)-(iii) the Directors appoint WEHI Members¹.

Applications for Membership - clause 11(b)

Applications for Membership are at the written invitation of the Board.

4.2.1. Invitations for Membership

The Board may invite a person to become a Member of WEHI at its discretion.

¹ clause 11(a)(iv).

WEHI Member's policy

In determining invitations for Membership, the Board will consider the number of current members and how this might impact WEHI's governance

All invitations for Membership must be approved by the Board following the rules relating to quorum under the Constitution.

Recommendation for Membership from the WEHI Director

At the last meeting of each year the Board will consider recommendations for Membership from the WEHI Director.

Consistent with the decision of the Board at the February 2014 Board meeting, recommendations for Membership will be received from the following categories:

1. Former *Board Members*² or Board committee Members
2. *Retiring or retired scientific and administrative staff* of the institute who have made a significant contribution to the institute (minimum 10-years-service).
3. *Spouse or children of deceased institute Members* who made a significant contribution to the institute
4. Loyal and significant *donors* to the institute (e.g., minimum gift of \$100,000 and/or minimum of 10 consecutive years of support)
5. Retiring or current *volunteers* who have provided 10 years or more of significant pro bono service to the institute
6. Former relevant *government* representatives
7. Senior representatives of *partner* organisations

Restrictions on Membership

As a company limited by guaranteed Members are not permitted to receive distributions from WEHI including under the Net Commercial Income Policy.

Before any invitations for Membership are distributed the Head Legal and Licensing will confirm that no proposed Member is ineligible for Membership on this ground.

4.2.2. Membership confirmation

The Company Secretary is responsible for administering Membership.

Invitations for Membership

All invitations for Membership must be in writing and include:

- a copy of the WEHI Constitution
- a copy of the current annual report
- details on roles and responsibilities
- details of the next AGM
- a copy of the Membership Policy
- details on how to find additional information or make an inquiry
- a link to an acceptance form which will collect:
 - name
 - address
 - alternative address for notices
 - privacy statement to receive additional correspondence relating to activities such as fundraising.

4.2.3. Acceptance of Membership

Membership will commence on the date that the membership details are entered on the Membership Register.

4.2.4. Notification of members at the Annual General Meeting

New members are welcomed at the Annual General Meeting each year by the President.

² Who held positions on the Board where they were not Members in their own right.

WEHI Member's policy

4.3. Register of Members

The Company Secretary will keep a Register of Members and is responsible for managing the register.

4.4. Membership engagement

Annual General Meeting

An Annual General Meeting will be held each year consistent with the Constitution. In addition to the requirements under the Constitution the following information will also be provided:

- report from the President
- report from the WEHI Director
- scientific presentation

General engagement

In addition to the Annual General Meeting, an annual engagement program will be developed and presented to the Board at the meeting prior to the Annual General Meeting. This will include activities such as undertaken:

- circulation of WEHI external newsletter
- annual Members' Dinner
- invitation to events and tours that inform Members on the work of WEHI
- other WEHI external communications such as Impact of Giving.

The program will be developed jointly with the Head Communications and Marketing, Head Fundraising and Company Secretary.

Optional additional engagement

Members may also be offered to receive a broader range of correspondence.

Communication and inquiries

The WEHI website will include a Members' page with the following core information:

- where to make an inquiry
- link to fundraising and philanthropy activities, including the online donation form
- Member events
- link to Member Policy.

4.5. Dispute resolution³

The dispute resolution procedure is provided here as a guidance on how disagreements are to be managed between a Member and either:

- one or more Members
- one or more directors
- WEHI.

Those involved in the dispute must try to resolve it between themselves within 14 days of knowing about it.

WEHI will not commence court action (other than in respect of urgent or interlocutory relief) for a dispute under this clause until the dispute procedure in this clause is completed.

Mediation

If those involved in the dispute do not resolve it between themselves in 14 days, they must within 10 days:

- tell the directors about the dispute in writing
- agree or request that a mediator be appointed
- attempt in good faith to settle the dispute by mediation.

The mediator must either:

³ This section is drawn from the proposed constitution currently under consideration (October 2021)

WEHI Member's policy

- be chosen by agreement of those involved
- where those involved do not agree
- for disputes between Members either
 - a person chosen by the directors
 - for other disputes, a person chosen by either the Commissioner of the Australian Charities and Not-for-profits Commission or the president of the Law Institute of Victoria.

A mediator chosen by the directors above:

- may be a Member or former Member
- must not have a personal interest in the dispute
- must not be biased, or someone who may reasonably be perceived to be biased, towards or against anyone involved in the dispute.

When conducting the mediation, the mediator must:

- allow those involved a reasonable chance to be heard
- allow those involved a reasonable chance to review any written statements
- ensure that those involved are given natural justice; and
- not make a decision on the dispute.

Disciplinary procedures must be completed as soon as reasonably practical.

There will be no liability for any loss or injury suffered by the Member because of any decision made in good faith under this policy.

4.6. Timeline

The following activities are to be completed each year

Activity	Timeline
Welcome to new members	Annual General Meeting
Proposal for membership from WEHI Director	Last Board meeting of the year
Membership engagement program	Last Board meeting of the year

5. Review and consultation

Action	Name and role
Drafted by	Joh Kirby, Company Secretary
Primary Review	Board and WEHI Director
Consultation	Megan Auld, Head Communications and Marketing, Deb Carr, Head Fundraising, Carolyn MacDonald, Chief Operating Officer
Promotion	

6. Supporting information

Policies

n/a

Related documents

WEHI Constitution

ACNC Governance Standards

WEHI Member's policy

Roles and Responsibilities

Approval Authority	Board
Responsible Division/Department	Company Secretary
Policy Owner	Board
Policy Author	Company Secretary

Review cycle

Initial review	When revised Constitution approved
Ongoing review	3 years

Version History

Version	Approved By	Policy Owner	Policy Author	Approval Date	Effective Date	Changes made
1.0	Board	Company Secretary	Company Secretary	8 November 2021	8 November 2021	New Policy