

Association Constitution & Rules

HEADWEST (BRAIN INJURY ASSOCIATION OF WA INC.)

CONTENTS

1.	DEFINITIONS AND INTERPRETATION	3
2.	OBJECTS AND VALUES OF ASSOCIATION	4
3.	POWERS OF ASSOCIATION	6
4.	REGISTER OF MEMBERS OF ASSOCIATION	7
5.	SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION	7
6.	TERMINATION OF MEMBERSHIP OF THE ASSOCIATION	8
7.	STRUCTURE OF THE ASSOCIATION	9
8.	BOARD OF MANAGEMENT	9
9.	CHAIRPERSON AND DEPUTY CHAIRPERSON	13
10.	SECRETARY	13
11.	TREASURER	14
12.	ADVISORY COMMITTEES	15
13.	EXECUTIVE	16
14.	CASUAL VACANCIES IN MEMBERSHIP OF BOARD	16
15.	PROCEEDINGS OF BOARD	17
16.	SPECIAL GENERAL MEETINGS AND THE ANNUAL GENERAL MEETING	17
17.	QUORUM AND PROCEEDINGS AT GENERAL MEETINGS	19
18.	MINUTES OF MEETINGS OF ASSOCIATION	20
19.	VOTING RIGHTS OF MEMBERS AND PROXIES	21
20.	AMENDMENTS TO CONSTITUTION	22
21.	COMMON SEAL OF ASSOCIATION	22
22.	INSPECTION OF RECORDS, ETC. OF ASSOCIATION	23
23.	DISPUTES AND MEDIATION	23
24.	DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION	24

1. DEFINITIONS AND INTERPRETATION

1.1 In these rules unless the contrary intention appears:

"**Act**" means the Associations Incorporation Act 1987;

"**Acquired Brain Injury**" means an injury to the brain which results in deterioration in cognitive, physical, emotional or independent functioning and which may or may not manifest as the predominant disability. Acquired Brain Injury can occur as a result of trauma, hypoxia, infection, tumour, substance abuse, degenerative neurological diseases or stroke. These impairments to cognitive abilities or physical functioning may be either temporary or permanent and cause partial or total disability or psychosocial maladjustment;

"**ABI Advisory Committee**" means the committee of Ordinary Members living with Acquired Brain Injury established in accordance with rule 12;

"**Advisory Committees**" means the ABI Advisory Committee and the Carers Advisory Committee established in accordance with rule 12;

"**Annual General Meeting**" is the annual meeting of the Association convened under rule 16.1(b);

"**Association**" means the Headwest (Brain Injury Association of WA Inc.);

"**Board**" means the Board of management referred to in rule 8;

"**Board Meeting**" means a meeting of the Board referred to in rule 15;

"**Board Member**" means a person elected or appointed to the Board in accordance with rule 8;

"**Carer**" or "**Carers**" means an individual or individuals who provide unpaid ongoing care or assistance to a person or persons with Acquired Brain Injury in circumstances where such care is provided in the individual's personal capacity and not because the individual or individuals are providing such care while working as a volunteer or employee;

"**Carer's Advisory Committee**" means the committee of Ordinary Members who are Carers as established in accordance with rule 12;

"**Chairperson**" means:

- (a) in relation to the proceedings at a Board Meeting, a General Meeting or a meeting of the Executive, the person presiding at the Board Meeting, General Meeting or meeting of the Executive in accordance with rule 9; or

(b) otherwise than in relation to the proceedings referred to in the preceding paragraph, the person referred to in rule 13 or, if that person is unable to perform his or her functions, the Deputy Chairperson;

"**Commissioner**" means the Commissioner for Consumer Protection exercising powers under the Act;

"**Corporate Member**" means the class of Member described in rule 5.1(c);

"**Deputy Chairperson**" means the Deputy Chairperson referred to in rule 13;

"**Executive**" means the executive established in accordance with rule 13;

"**Family Member**" means the class of Member described in rule 5.1(b);

"**Financial Year**" means a period not exceeding 15 months fixed by the Board, being a period commencing on the date of incorporation of the Association and ending on 30 June and thereafter each period commencing 1 July and ending on 30 June in the following year;

"**General Meeting**" means a meeting to which all Members are invited;

"**Honorary Member**" means the class of Member described in rule 5.1(d);

"**Member**" means a member of the Association;

"**Ordinary Member**" means the class of Member described in rule 5.1(a);

"**Ordinary Resolution**" means a resolution of Members other than a Special Resolution;

"**Secretary**" means the Secretary referred to in rule 13;

"**Special General Meeting**" means a General Meeting other than the Annual General Meeting;

"**Special Resolution**" means a resolution passed by a majority of not less than three-fourths of the Members of the Association who are entitled under this document 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 has been given in accordance with this document; and

"**Treasurer**" means the Treasurer referred to in rule 13.

2. OBJECTS AND VALUES OF ASSOCIATION

2.1 The objects of the Association are:

(a) to ensure that all people living with Acquired Brain Injury have access to the support and resources they need to optimise their social and economic

participation in a welcoming community through, but not limited to, community engagement, systemic and individual advocacy and service coordination;

- (b) to work intentionally with persons of Aboriginal and Torres Strait Islander descent and those persons in the criminal justice system being groups which present a high incidence of (often unrecognised) Acquired Brain Injury so as to optimise the social and economic participation in the community of these groups;
- (c) to identify and work with people living with an Acquired Brain Injury who may have other disabilities or who may be challenged by social problems including substance abuse, homelessness or unmet educational and vocational needs and to serve these people regardless of their predominant disability or social circumstances;
- (d) to influence the strategic direction of governments and decision makers through evidence including formal research, information, policy development and advocacy;
- (e) to strengthen the capacity of all people living with Acquired Brain Injury and their families and/or Carers in metropolitan, regional and remote communities to have a voice;
- (f) to build partnerships in the community, business and government sectors; and
- (g) in conjunction with other organisations, to conduct health promotion that will contribute to a reduction in the incidence of brain injury;

2.2 The property and income of the Association shall be applied solely towards the promotion of the objects of the Association and no part of that property or income may be paid or otherwise distributed, directly or indirectly, to Members, except in good faith in the promotion of those objects PROVIDED THAT nothing shall prevent the payment in good faith of remuneration to any employee or to any other person other than a Member in return for services rendered to the Association.

2.3 The values of the Association are:

- (a) **Person Centred** – people living with Acquired Brain Injury, families and Carers are central to everything that we do;
- (b) **Excellence** – we will lead the way in the development and improvement of best practice;
- (c) **Respect** – our actions are guided by a high regard for the inherent dignity and worth of each person;

- (d) **Integrity** – we are open, honest, accountable and ethical in all our interactions;
- (e) **Collaboration** – we develop innovative and effective working relationships.

3. POWERS OF ASSOCIATION

The powers conferred on the Association are the same as those conferred by section 13 of the Act, so that subject to the Act and any additions, exclusions or modifications inserted below, the Association may do all things necessary or convenient for carrying out its objects and purposes, and in particular, may:

- (a) provide individual and systematic advocacy services for people with Acquired Brain Injury and other Members of the Association;
- (b) conduct research relevant to people with Acquired Brain Injury and Members and use such research to educate the wider community;
- (c) develop strategic alliances with key stakeholder groups;
- (d) work and co-operate with other organisations to further the objects of the Association;
- (e) acquire, hold, deal with, and dispose of any real or personal property;
- (f) open and operate bank accounts;
- (g) invest its money:
 - (i) in any security in which trust monies may lawfully be invested; or
 - (ii) in any other manner authorised by the rules of the Association;
- (h) borrow money upon such terms and conditions as the Association thinks fit;
- (i) give such security for the discharge of liabilities incurred by the Association as the Association thinks fit;
- (j) appoint agents to transact any business of the Association on its behalf;
- (k) enter into any other contract it considers necessary or desirable;
- (l) act as trustee and accept and hold real and personal property upon trust PROVIDED THAT the Association may not do any act or thing as a trustee that, if done otherwise than as a trustee, would contravene this Act or the rules of the Association;
- (m) raise funds to further the objects of the Association in any manner that the Association thinks fit;

- (n) employ any person or engage any external consultant;
- (o) apply for grants and funding from any source;
- (p) receive property by way of gift;
- (q) expend funds for the purpose of carrying out all or any of the objects of the Association; and
- (r) issue publications or disseminate and publicise such information and generally to do all acts and things which the Association shall think desirable in the interest and welfare of Members.

4. REGISTER OF MEMBERS OF ASSOCIATION

- 4.1 The Secretary, on behalf of the Association, must comply with section 27 of the Act by keeping and maintaining in an up to date condition a register of the Members of the Association and their postal or residential addresses and, upon the request of a Member of the Association, shall make the register available for the inspection of the Member and the Member may make a copy of or take an extract from the register but shall have no right to remove the register for that purpose.
- 4.2 A Member who makes a copy of or takes an extract from the register of Members shall not use such information:
 - (a) for any improper or unlawful purpose;
 - (b) for any purpose which is likely to cause damage or detriment to the Association; or
 - (c) in any way that would breach the provisions of the *Privacy Act 1988* (Cth).
- 4.3 The register must be kept and maintained at the office of the Association, or at such other place as the Board decides.
- 4.4 The Secretary must cause the name of a person who dies or who ceases to be a Member under rule 6 to be deleted from the register of Members referred to in rule 4.1.

5. SUBSCRIPTIONS OF MEMBERS OF ASSOCIATION

- 5.1 Membership of the Association shall be one of the following classes:
 - (a) Ordinary Members who are individuals who support the objects and values of the Association;
 - (b) Family Members who comprise a number of individuals from the same family unit who collectively support the objects and values of the Association.

- (c) Corporate Members who may be a body corporate or an association or group and who support the objects and values of the Association; and
 - (d) Honorary Members who may be such individuals or entities as the Association may decide should be granted honorary life membership in recognition of outstanding service to the Association as recommended by the Board.
- 5.2 An Honorary Member shall not be required to pay a subscription and rules 5.4, 5.5 and 5.6 shall not apply to an Honorary Member.
- 5.3 The Board may from time to time determine the amount of the subscription to be paid by an Ordinary Member, Family Member and a Corporate Member.
- 5.4 A Member must pay to the Treasurer, annually on or before 1 July or such other date as the Board from time to time determines, the amount of the subscription determined under rule 5.3.
- 5.5 A Member whose subscription is not paid within 3 months after the relevant date fixed by or under rule 5.4 ceases on the expiry of that period to be a Member, unless the Board decides otherwise.
- 5.6 A person exercises all the rights and obligations of a Member for the purposes of these rules if his or her subscription is paid on or before the relevant date fixed by or under rule 5.4 or within 3 months thereafter, or such other time as the Board allows.
- 5.7 The Board may determine proportional subscriptions for Members joining during the Financial Year.
- 5.8 The Board may at its sole discretion waive all or part of the subscription fees for any Member having regard to questions of disadvantage or other necessities and circumstances.

6. TERMINATION OF MEMBERSHIP OF THE ASSOCIATION

- 6.1 Membership of the Association may be terminated upon:
- (a) receipt by the Secretary or another Board Member of a notice in writing from a Member of his or her resignation from the Association. Such person remains liable to pay to the Association the amount of any subscription due and payable by that person to the Association but unpaid at the date of termination; or
 - (b) non-payment by a Member of his or her subscription within three months of the date fixed by the Board for subscriptions to be paid, unless the Board decides otherwise in accordance with rule 5.5; or
 - (c) 75% of the Board resolving at a Board Meeting that a Member:

- (i) has acted contrary to the objects and values of the Association as stated in rule 2;
- (ii) has acted in bad faith or contrary to the best interests of the Association; or
- (iii) has caused detriment to the Association by his or her wilful or negligent act or omission.

6.2 The Board shall notify any Member whose membership is terminated in accordance with rule 6.1(c) of the Board's resolution within 5 business days of the relevant meeting of the Board ("Notification") and such Notification shall inform the Member of his or her right to appeal the termination at a Special General Meeting convened for that purpose as soon as practicable PROVIDED THAT written notice of the Member's exercise of his or her right of appeal is received by the Secretary within 10 business days of the Notification.

7. STRUCTURE OF THE ASSOCIATION

The Association will comprise:

- (a) the Board;
- (b) the Advisory Committees;
- (c) the Executive;
- (d) Ordinary Members;
- (e) Family Members;
- (f) Corporate Members; and
- (g) Honorary Members.

8. BOARD OF MANAGEMENT

8.1 Upon the lawful adoption of these rules, all members of the board of management appointed in accordance with the previous 2002 constitution of the Association shall retire from the Board at the first Annual General Meeting to be held under these rules and a new Board shall be elected at the first Annual General Meeting in accordance with this rule 8 to replace the previous board.

8.2 Subject to rule 8.5 and rule 8.15, the affairs of the Association will be managed exclusively by a Board consisting of 10 individual Members, of which:

- (a) at least 2 Members shall be individuals living with Acquired Brain Injury PROVIDED THAT such Members are not related to each other; and

- (b) at least 1 Member shall be an individual who is a Carer PROVIDED THAT such Member does not care for or is related to a person appointed under rule 8.2(a).
- 8.3 Board Members must be elected to membership of the Board at an Annual General Meeting or appointed under rule 8.15.
- 8.4 At the first meeting of the Board after the first Annual General Meeting to be held under these rules the Board shall select from its number in the usual and proper manner a Chairperson, Deputy Chairperson, Secretary and Treasurer to hold office for the following year until the next Annual General Meeting.
- 8.5 If less than 3 Members are elected to the Board in accordance with rule 8.2, then only 7, 8 or 9 Members (as the case may be) shall be elected to the Board by the Annual General Meeting and the Board may then appoint any person to fill the remaining vacancy or vacancies in accordance with clause 8.15 and in making such an appointment the Board:
 - (a) shall use best endeavours to fill the remaining vacancy or vacancies by appointing an individual living with Acquired Brain Injury or a Carer; and
 - (b) if no suitable candidates are willing to fill the vacancy or vacancies in accordance with sub-rule 8.5(a), the Board may fill such vacancy or vacancies with any person who is a Member notwithstanding that the person appointed may not be an individual living with Acquired Brain Injury or a Carer.
- 8.6 To ensure continuity, the new Board to be elected at the first Annual General Meeting to be held under these rules shall be elected for a term of:
 - (a) one year in respect of 4 Board Members;
 - (b) two years in respect of 3 Board Members; and
 - (c) three years in respect of 3 Board Members.
- 8.7 The Board Members to retire after the first, second and third years from the date that the Board is first appointed in accordance with this Constitution shall be decided by a ballot of Members at the first Annual General Meeting.
- 8.8 Every Board Member elected at any subsequent Annual General Meeting shall be elected for a term of three years so that the term for one third of the Board shall always expire annually.
- 8.9 A retiring Board Member may be eligible for re-election PROVIDED THAT such re-election would not result in the retiring Board Member serving more than 6 consecutive years as a Board Member.
- 8.10 The Board may, subject to the Act and this document, exercise all powers and functions exercisable by the Association other than those powers and functions

which are required to be exercised by the Members at a General Meeting and, subject to rule 12, the Board shall be solely responsible for managing the operations and affairs of the Association.

- 8.11 Subject to rule 8.7 and rule 8.15, a Board Member's term will be from his or her election at an Annual General Meeting until the expiry of his or her term as determined in accordance with rules 8.6 and 8.7.
- 8.12 Except for an appointment made under rule 8.15, nominations of Members to fill the vacancies on the Board shall be:
- (a) called at least 14 days prior to the Annual General Meeting;
 - (b) delivered to the Secretary at least 7 days prior to the Annual General Meeting; and
 - (c) except for nominations received for appointments to be made under rule 8.2, nominations shall be made in writing and signed by the person nominated who shall be:
 - (i) a fully paid up Member; and
 - (ii) a person with experience in a recognised profession or appropriate academic discipline;
 - (iii) a person with governance or management skills and experience;
 - (iv) a person with knowledge of or experience in the delivery or management of human services or provision of services in the public or private sector; or
 - (v) a person with experience in marketing, education, training, communications, media, finance, information technology or other relevant field; and
 - (d) for nominations received for appointments to be made under rule 8.2, nominations shall be made in writing and signed by the person nominated who shall be:
 - (i) a fully paid up Member; and
 - (ii) a person who has an interest in, and knowledge of, the concerns and needs of people living with Acquired Brain Injury, their families and carers;
 - (iii) a person who has an interest in, and commitment to, helping the Association achieve its purposes successfully;
 - (iv) a person who has an understanding of the governance, legal, financial and ethical responsibilities of a Board Member;

- (v) a person who has a capacity to develop a constructive working relationship with other consumers, carers, family members and professionals working in disability services; and
 - (vi) a person with good communication skills.
- 8.13 A person who is eligible for election under this rule may vote for himself or herself.
- 8.14 If the number of persons nominated in accordance with rule 8.12 for election to membership of the Board does not exceed the number of vacancies to be filled:
 - (a) the Secretary must report accordingly to the Chairperson; and
 - (b) the Chairperson must declare those persons to be duly elected as members of the Board at the Annual General Meeting concerned.
- 8.15 If a vacancy remains on the Board, or when a casual vacancy within the meaning of rule 14 occurs in the membership of the Board:
 - (a) the Board may appoint a person to fill that vacancy; and
 - (b) a person appointed under this rule will:
 - (i) hold office until the next Annual General Meeting; and
 - (ii) be eligible for election to membership of the Board, at the next following Annual General Meeting.
- 8.16 The Board may, by resolution of at least 75% of its members, remove any member of the Board before the expiration of that person's term of office and appoint another person in his or her stead to hold office until the next Annual General Meeting.
- 8.17 The Board may delegate in writing to the Executive or to one or more sub-boards (consisting of such persons or Members as the Board thinks fit) the exercise of such functions of the Board as are specified in the delegation other than:
 - (a) the power of delegation; and
 - (b) a function which is a duty imposed on the Board by the Act or any other law.
- 8.18 Any delegation under rule 8.17 may be subject to such conditions and limitations as to the exercise of that function or as to time and circumstances as are specified in the written delegation and the Board may continue to exercise any function delegated.
- 8.19 The Board may, in writing and at any time, revoke wholly or in part any delegation under rule 8.17.

8.20 The Board may appoint a person or persons with specific expertise and experience to carry out a particular function of the Board requiring such expertise and experience PROVIDED THAT the person or persons to whom such function is delegated shall not have any entitlement to:

- (a) vote as a member of the Board;
- (b) appoint another person or persons to carry out the function for which the Board appointee was appointed,

AND PROVIDED FURTHER that such function is not a duty imposed on the Board by the Act or any other law.

8.21 The Board may, in writing and at any time, revoke wholly or in part any appointment made under rule 8.20.

9. CHAIRPERSON AND DEPUTY CHAIRPERSON

9.1 Subject to this rule, the Chairperson must preside at all General Meetings, Board Meetings and meetings of the Executive.

9.2 In the event of the absence from a General Meeting, a Board Meeting or a meeting of the Executive of:

- (a) the Chairperson, the Deputy Chairperson; or
- (b) both the Chairperson and the Deputy Chairperson,

a person elected by a majority of the other the Board Members present must preside at the General Meeting or Board Meeting (as the case may be).

10. SECRETARY

10.1 Subject to rule 10.2, the Secretary must:

- (a) co-ordinate the correspondence of the Association;
- (b) keep full and correct minutes of the proceedings of the Board, the Executive and of the Association;
- (c) comply on behalf of the Association with:
 - (i) section 27 of the Act with respect to the register of Members, as referred to in rule 4;
 - (ii) section 28 of the Act by
 - (A) keeping and maintaining in an up to date condition the rules of the Association; and

(B) upon the request of a Member, make available those rules for the inspection of the Member and the Member may make a copy of or take an extract from the rules but will have no right to remove the rules for that purpose; and

(iii) section 29 of the Act by maintaining a record of:

(A) the names and residential or postal addresses of the persons who hold the offices of the Association provided for by these rules, including all offices held by the persons who constitute the Board and persons who are authorised to use the common seal of the Association under rule 21; and

(B) the names and residential or postal addresses of any persons who are appointed or act as trustees on behalf of the Association,

and the Secretary must, upon the request of a Member of the Association, make available the record for the inspection of the Member and the Member may make a copy of or take an extract from the record but will have no right to remove the record for that purpose; and

(d) perform such other duties as are determined by the Board or imposed by these rules on the Secretary.

10.2 The Secretary may delegate any of the tasks detailed in rule 10.1 to an appropriate employee of the Association PROVIDED THAT the Secretary shall remain responsible to the Board for ensuring that such tasks are performed to an acceptable standard and, in particular, that the Association complies with sections 27, 28 and 29 of the Act.

11. TREASURER

11.1 The Treasurer must:

(a) be responsible for the receipt of all moneys paid to or received by, or by him or her on behalf of, the Association and must issue receipts for those moneys in the name of the Association;

(b) pay all moneys referred to in rule 11.1 into such account or accounts of the Association as the Board or the Executive may from time to time direct;

(c) make payments from the funds of the Association with the authority of a General Meeting, the Board or of the Executive and in so doing ensure that all cheques are signed by himself or herself and at least one other authorised Board Member, or by any two others as are authorised by the Board;

(d) comply on behalf of the Association with sections 25 and 26 of the Act with respect to the accounting records of the Association by:

- (i) keeping such accounting records as correctly record and explain the financial transactions and financial position of the Association;
 - (ii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be prepared from time to time;
 - (iii) keeping its accounting records in such manner as will enable true and fair accounts of the Association to be conveniently and properly audited;
 - (iv) submitting to the Board quarterly accounts showing the financial position of the Association; and
 - (v) submitting to Members at each Annual General Meeting of the Association accounts of the Association showing the financial position of the Association at the end of the immediately preceding Financial Year;
- (e) whenever directed to do so by the Chairperson, submit to the Board or the Executive a report, balance sheet or financial statement in accordance with that direction;
 - (f) ensure that the accounting records and financial statements of the Association are subject to external examination by an independent and suitably qualified auditor on an annual basis; and
 - (g) perform such other duties as are imposed by these rules on the Treasurer.

11.2 The Treasurer may delegate any of the tasks detailed in rule 11.1 to an appropriate employee of the Association PROVIDED THAT the Treasurer shall remain responsible to the Board for ensuring that such tasks are performed to an acceptable standard and, in particular, that the Association complies with sections 25 and 26 the Act.

12. ADVISORY COMMITTEES

12.1 Two Advisory Committees shall be established and membership of those committees shall be open to any Ordinary Member:

- (a) who is a person with Acquired Brain Injury in the case of the ABI Advisory Committee;
- (b) who is a Carer in the case of the Carers Advisory Committee.

12.2 The Members appointed to the Board in accordance with rule 8 who live with an Acquired Brain Injury shall convene and regulate meetings of the ABI Advisory Committee.

- 12.3 The Member(s) appointed to the Board in accordance with rule 8 who is a Carer or are Carers shall convene and regulate meetings of the Carers Advisory Committee.
- 12.4 At least two meetings of each of the Advisory Committees must be convened and held annually.
- 12.5 The Board must consult with the Advisory Committees in relation to the Association's systemic advocacy policies.

13. EXECUTIVE

- 13.1 The Executive shall consist of the Chairperson, Deputy Chairperson, Treasurer and Secretary.
- 13.2 The Executive shall have the conduct and management of the ordinary and routine business of the Association and any urgent business which must be attended to before it can be referred to the Board and the Executive may exercise such other powers and authorities that may be delegated to it by the Board.
- 13.3 The Executive shall meet at such times as the Chairperson may decide.
- 13.4 The quorum of meetings of the Executive shall be not less than 3 members of the Executive.
- 13.5 If the Executive does not comprise at least one Member who lives with an Acquired Brain Injury, then any Member who lives with an Acquired Brain Injury shall be invited to attend all meetings of the Executive.

14. CASUAL VACANCIES IN MEMBERSHIP OF BOARD

A casual vacancy occurs in the office of a Board Member and that office becomes vacant if the Board Member:

- (a) dies;
- (b) resigns by notice in writing delivered to the Chairperson or, if the Board Member is the Chairperson, to the Deputy Chairperson and that resignation is accepted by resolution of the Board;
- (c) is convicted of an offence under the Act or any indictable offence;
- (d) is permanently incapacitated by mental or physical ill-health;
- (e) is absent from more than:
 - (i) 3 consecutive Board Meetings; or
 - (ii) 3 Board Meetings in the same Financial Year without tendering an apology to the person presiding at each of those Board Meetings;

of which meetings the Board Member received notice, and the Board has resolved to declare the office vacant; or

- (f) is the subject of a resolution passed by a General Meeting of Members terminating his or her appointment as a Board Member.

15. PROCEEDINGS OF BOARD

- 15.1 The Board must meet together at least monthly (except for the months of December and January) and the Chairperson, or at least half the members of the Board, may at any time convene a meeting of the Board.
- 15.2 The convenor of a Board Meeting must provide at least 7 days notice of the date, time and venue of the Board Meeting to each member of the Board.
- 15.3 Each Board Member has a deliberative vote.
- 15.4 A question arising at a Board Meeting must be decided by a majority of votes, but, if there is no majority, the person presiding at the Board Meeting will have a casting vote in addition to his or her deliberative vote.
- 15.5 At a Board Meeting 6 Board Members constitute a quorum provided that either the Chairperson or the Deputy Chairperson is present.
- 15.6 Subject to these rules, the procedure and order of business to be followed at a Board Meeting shall be determined by the Chairperson.
- 15.7 A special meeting of the Board may be convened upon the request of at least 6 Board Members PROVIDED THAT at least 4 days notice in writing shall be given and the nature of the business to be conducted at such special meeting is stated.
- 15.8 As required under sections 21 and 22 of the Act, a Board Member having any direct or indirect pecuniary interest in a contract or proposed contract made by, or in the contemplation of, the Board must:
 - (a) as soon as he or she becomes aware of that interest, disclose the nature and extent of his or her interest to the Board; and
 - (b) not take part in any deliberations or decision of the Board with respect to that contract.
- 15.9 The Secretary must cause every disclosure made under rule 15.8(a) by a member of the Board to be recorded in the minutes of the meeting of the Board at which it is made.

16. SPECIAL GENERAL MEETINGS AND THE ANNUAL GENERAL MEETING

- 16.1 The Board:

- (a) may at any time convene a Special General Meeting;
 - (b) must convene Annual General Meetings within the time limits provided for the holding of such meetings by section 23 of the Act being annually within 4 months after the end of the Association's Financial Year or such longer period as may in a particular case be allowed by the Commissioner, except for the first Annual General Meeting which may be held at any time within 18 months after incorporation;
 - (c) must, within 30 days of receiving a request in writing to do so from not less than fifty per cent of Members, convene a Special General Meeting for the purpose specified in that request.
- 16.2 The Members making a request referred to in rule 16.1(c) must:
- (a) state in that request the purpose for which the Special General Meeting concerned is required; and
 - (b) sign that request.
- 16.3 If a Special General Meeting is not convened within the relevant period of 30 days referred to in rule 16.1(c), the Members who made the request concerned may themselves convene a Special General Meeting as if they were the Board.
- 16.4 When a Special General Meeting is convened under rule 16.3 the Association must pay the reasonable expenses of convening and holding the Special General Meeting.
- 16.5 Subject to rule 16.7, the Secretary must give to all Members not less than 14 days notice of a Special General Meeting and that notice must specify:
- (a) when and where the General Meeting concerned is to be held; and
 - (b) particulars of the business to be transacted at the General Meeting concerned and of the order in which that business is to be transacted.
- 16.6 Subject to rule 16.7, the Secretary must give to all Members not less than 21 days notice of an Annual General Meeting and that notice must specify:
- (a) when and where the Annual General Meeting is to be held;
 - (b) the particulars and order in which business is to be transacted, as follows:
 - (i) first, the consideration of the accounts and reports of the Board;
 - (ii) second, the election of Board Members to replace outgoing Board Members; and
 - (iii) third, any other business requiring consideration by the Association at the General Meeting.

- 16.7 A Special Resolution may be moved either at a Special General Meeting or at an Annual General Meeting, however the Secretary must give to all Members not less than 21 days notice of the meeting at which a Special Resolution is to be proposed. In addition to those matters specified in rules 16.5 and 16.6, as relevant, the notice must also include the resolution to be proposed and the intention to propose the resolution as a Special Resolution.
- 16.8 The Secretary must give a notice under rules 16.5, 16.6 or 16.7 by:
- (a) sending it to a Member's email address; or
 - (b) serving it on a Member personally; or
 - (c) sending it by post to a Member at the address of the Member appearing in the register of Members kept and maintained under rule 4.
- 16.9 When a notice is sent by post under rule 16.8(c), sending of the notice will be deemed to be properly effected if the notice is sufficiently addressed and posted to the Member concerned by ordinary prepaid mail.
- 16.10 At a meeting at which a resolution proposed as a Special Resolution is submitted, a declaration by the person presiding that the resolution has been passed as a Special Resolution shall be evidence of the fact unless, during the meeting at which the resolution is submitted, a poll is demanded in accordance with the rules of the Association or by at least 3 Members of the Association present in person or, where proxies are allowed, by proxy.
- 16.11 If a poll is held, a declaration by the person presiding as to the result of a poll is evidence of the matter so declared.

17. QUORUM AND PROCEEDINGS AT GENERAL MEETINGS

- 17.1 At a General Meeting twenty five per cent of Members present in person constitute a quorum.
- 17.2 If within 30 minutes after the time specified for the holding of a General Meeting in a notice given under rules 16.5 or 16.6:
- (a) as a result of a request or notice referred to in rule 16.1(c) or as a result of action taken under rule 16.3 a quorum is not present, the General Meeting lapses; or
 - (b) otherwise than as a result of a request, notice or action referred to in paragraph (a), the General Meeting stands adjourned to the same time on the same day in the following week and to the same venue.
- 17.3 If within 30 minutes of the time appointed by rule 17.2(b) for the resumption of an adjourned General Meeting a quorum is not present, the Members who are

present in person or by proxy may nevertheless proceed with the business of that General Meeting as if a quorum were present.

- 17.4 The Chairperson may, with the consent of a General Meeting at which a quorum is present, and must, if so directed by such a General Meeting, adjourn that General Meeting from time to time and from place to place.
- 17.5 There must not be transacted at an adjourned General Meeting any business other than business left unfinished or on the agenda at the time when the General Meeting was adjourned.
- 17.6 When a General Meeting is adjourned for a period of 30 days or more, the Secretary must give notice under rule 16 of the adjourned General Meeting as if that General Meeting were a fresh General Meeting.
- 17.7 At a General Meeting:
- (a) an Ordinary Resolution put to the vote will be decided by a majority of votes cast on a show of hands, subject to rule 17.9; and
 - (b) a Special Resolution put to the vote will be decided in accordance with section 24 of the Act as defined in rule 1, and, if a poll is demanded, in accordance with rules 17.9 and 17.11.
- 17.8 A declaration by the Chairperson of a General Meeting that a resolution has been passed as an Ordinary Resolution at the meeting will be evidence of that fact unless, during the General Meeting at which the resolution is submitted, a poll is demanded in accordance with rule 17.9.
- 17.9 At a General Meeting, a poll may be demanded by the Chairperson or by three or more Members present in person or by proxy and, if so demanded, must be taken in such manner as the Chairperson directs.
- 17.10 If a poll is demanded and taken under rule 17.9 in respect of an Ordinary Resolution, a declaration by the Chairperson of the result of the poll is evidence of the matter so declared.
- 17.11 A poll demanded under rule 17.9 must be taken immediately on that demand being made.
- 17.12 Only one individual representing a Family Member is entitled to vote at a General Meeting.

18. MINUTES OF MEETINGS OF ASSOCIATION

- 18.1 The Secretary must cause proper minutes of all proceedings of all General Meetings, Board Meetings and meetings of the Executive to be taken and then to be entered within 30 days after the holding of each meeting in a minute book kept for that purpose.

- 18.2 The Chairperson must ensure that the minutes taken of a meeting under rule 18.1 are checked and signed as correct by the person presiding at the relevant meeting.
- 18.3 When minutes have been entered and signed as correct under this rule, they are, until the contrary is proved, evidence that:
- (a) the General Meeting, Board Meeting or meeting of the Executive to which they relate was duly convened and held;
 - (b) all proceedings recorded as having taken place at the meeting did in fact take place at the meeting; and
 - (c) all appointments or elections purporting to have been made at the meeting have been validly made.

19. VOTING RIGHTS OF MEMBERS AND PROXIES

- 19.1 Subject to these rules, each Member present in person or by proxy at a General Meeting is entitled to a deliberative vote PROVIDED THAT only one individual representing a Family Member shall be entitled to vote at a General Meeting.
- 19.2 A Corporate Member may appoint in writing a natural person, whether or not he or she is a Member, to represent it at a particular General Meeting or at all General Meetings.
- 19.3 An appointment made under rule 19.2 must be made by a resolution of the board or other governing body of the Corporate Member concerned:
- (a) which resolution is authenticated under the common seal of the Corporate Member or by the signature of two authorised officers; and
 - (b) a copy of which resolution is lodged with the Secretary.
- 19.4 A person appointed under rule 19.2 to represent a Corporate Member is deemed for all purposes to be a Member until that appointment is revoked by the Corporate Member or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.
- 19.5 A Member (in this rule called "the appointing Member") may appoint in writing another Member who is a natural person to be the proxy of the appointing Member and to attend, and vote on behalf of the appointing Member at, any General Meeting.

20. AMENDMENTS TO CONSTITUTION

- 20.1 The Association may alter or rescind these rules, or make rules additional to these rules, in accordance with the procedure set out in sections 17, 18 and 19 of the Act, which is as follows:
- (a) subject to rules 20.1(d) and 20.1(e), the Association may alter its rules by Special Resolution but not otherwise;
 - (b) within one month of the passing of a Special Resolution altering its rules, or such further time as the Commissioner may in a particular case allow (on written application by the Association), the Association must lodge with the Commissioner notice of the Special Resolution setting out particulars of the alteration together with a certificate given by a member of the Board certifying that the resolution was duly passed as a Special Resolution and that the rules of the Association as so altered conform to the requirements of this Act;
 - (c) an alteration of the rules of the Association does not take effect until rule 20.1(b) is complied with;
 - (d) an alteration of the rules of the Association having effect to change the name of the Association does not take effect until rules 20.1(a) to 20.1(c) are complied with and the approval of the Commissioner is given to the change of name;
 - (e) an alteration of the rules of the Association having effect to alter the objects or purposes of the Association does not take effect until rules 20.1(a) to 20.1(c) are complied with and the approval of the Commissioner is given to the alteration of the objects or purposes.
- 20.2 These rules bind every Member and the Association to the same extent as if every Member and the Association had signed and sealed these rules and agreed to be bound by all their provisions.

21. COMMON SEAL OF ASSOCIATION

- 21.1 The Association must have a common seal on which its corporate name appears in legible characters.
- 21.2 The common seal of the Association must not be used without the express authority of the Board and every use of that common seal must be recorded in the minute book referred to in rule 18.
- 21.3 The affixing of the common seal of the Association must be witnessed by any two of the Chairperson, the Secretary and the Treasurer.
- 21.4 The common seal of the Association must be kept in the custody of the Secretary or of such other person as the Board from time to time decides.

22. INSPECTION OF RECORDS, ETC. OF ASSOCIATION

A Member may at any reasonable time inspect without charge the books, documents, records and securities of the Association.

23. DISPUTES AND MEDIATION

23.1 The grievance procedure set out in this rule applies to disputes under these rules between:

- (a) a Member and another Member; or
- (b) a Member and the Association; or
- (c) if the Association provides services to non-Members, those non-Members who receive services from the Association, and the Association.

23.2 The parties to the dispute must meet and discuss the matter in dispute, and, if possible, resolve the dispute within 14 days after the dispute comes to the attention of all of the parties.

23.3 If the parties are unable to resolve the dispute at the meeting, or if a party fails to attend that meeting, then the parties must, within 10 days, hold a meeting in the presence of a mediator.

23.4 The mediator must be:

- (a) a person chosen by agreement between the parties; or
- (b) in the absence of agreement:
 - (i) in the case of a dispute between a Member and another Member, a person appointed by the Board of the Association;
 - (ii) in the case of a dispute between a Member or relevant non-Member (as defined by rule 23.1(c)) and the Association, a person who is a mediator appointed to, or employed with, a not for profit organisation.

23.5 A Member of the Association can be a mediator.

23.6 The mediator cannot be a Member who is a party to the dispute.

23.7 The parties to the dispute must, in good faith, attempt to settle the dispute by mediation.

23.8 The mediator, in conducting the mediation, must:

- (a) give the parties to the mediation process every opportunity to be heard;

- (b) allow due consideration by all parties of any written statement submitted by any party; and
- (c) ensure that natural justice is accorded to the parties to the dispute throughout the mediation process.

23.9 The mediator must not determine the dispute.

23.10 The mediation must be confidential and without prejudice.

23.11 If the mediation process does not result in the dispute being resolved, the parties may seek to resolve the dispute in accordance with the Act or otherwise at law.

24. DISTRIBUTION OF SURPLUS PROPERTY ON WINDING UP OF ASSOCIATION

24.1 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 Members, or former Members. The surplus property must be given or transferred to another association incorporated under the Act which has similar objects 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 Members.

24.2 The Association may be dissolved or wound up by a Special Resolution at any General Meeting called for such purpose.

APPOINTMENT OF CORPORATE MEMBER REPRESENTATIVE

Rule 19.2

.....
(Insert name of CORPORATE MEMBER of incorporated association)

advises that, on, it RESOLVED that
(Insert date of meeting)

.....
(Insert name of REPRESENTATIVE of the above corporate Member)

represent it at:

(Tick only ONE of the following)

the General Meeting/s on
(Insert relevant date/s)

OR

all General Meetings

of
(Insert name of INCORPORATED ASSOCIATION)

WITNESSED/AUTHORISED BY:

(if required under the CORPORATE MEMBER'S rules)

SIGNATURE:

NAME:

POSITION:

DATE:

SIGNATURE:

NAME:

POSITION:

DATE:



(Insert CORPORATE MEMBER'S common seal)

The Corporate Member acknowledges that according to rule 19.4 of the Association a person appointed to represent a Corporate Member is deemed for all purposes to be a Member until that appointment is revoked by the Corporate Member or, in the case of an appointment in respect of a particular General Meeting, which appointment is not so revoked, the conclusion of that General Meeting.

APPOINTMENT OF PROXY

Rule 19.5

I,
(Insert MEMBER'S name)

of.....
(Insert MEMBER'S address)

being a Member of.....
(Insert name of INCORPORATED ASSOCIATION)

APPOINT

.....
(Insert PROXY'S name)

who also is a Member of the Association, as my proxy.

My proxy is authorised to vote on my behalf: (Tick only ONE of the following)

at the General Meeting/s (and any adjournments of the meeting/s) on
.....
(Insert relevant date/s)

OR

in relation to the following resolutions and/or nominations

In favour:

Against:

.....
.....
.....
.....

.....
.....
.....
.....

(Insert resolution Nos, brief description or nominees' name/s)

(Insert resolution Nos. brief description or nominees' name/s)

Signature:.....
(of Member appointing Proxy)

Date:.....

NOTICE OF GENERAL MEETING TO ALTER THE RULES (CONSTITUTION)

Rule 20

.....
(Insert name of INCORPORATED ASSOCIATION)
is convening a General Meeting at which the following resolution/s will be proposed as special resolutions to alter the rules of the Association.

The meeting will be held at a.m./p.m. on
the20.....

The meeting will take place at
.....

SPECIAL RESOLUTION/S:

Currently rule.....states:

.....
.....
.....

It is proposed to alter this rule so that it states as follows:

.....
.....
.....

Currently rule.....states:

.....
.....
.....

It is proposed to alter this rule so that it states as follows:

.....
.....
.....

OR

A list of alterations to the rules which will be proposed as special resolutions at the meeting is attached.

INFORMATION FOR MEMBERS

- Rule 20 allows for proxy votes. A proxy form is enclosed for you to nominate another Member to vote on your behalf if you cannot attend the meeting.
- Alterations to the rules can only be made if supported by 75% of Members voting at the meeting or by proxy.
- Alterations to the rules only take effect when lodged with the Department of Consumer & Employment Protection.